



**PEABODY & BROWN**

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ONE BOSTON PLACE  
BOSTON, MASSACHUSETTS 02108

(617) 723-8700

TELEFAX (617) 723-4621  
CABLE PEABODYB  
TELEX 951019

CARTER S. BACON, JR., P.C.

December 9, 1988

FEDERAL EXPRESSRichard P. Ramirez, President  
WHCT Management, Inc.  
18 Garden Street  
Hartford, CT 06105

Dear Rich:

Enclosed is the original corporate records book for WHCT Management, Inc. Included are the original minutes and consents of stockholders and directors, copies of the Articles of Organization of the corporation and all amendments and the original stock records of the corporation. Also enclosed is the corporate seal.

Please call if you have any questions.

Yours truly,

  
Carter S. Bacon, Jr.

CSB/aa

Federal Communications Commission	
Docket #	Exhibit 1: 63
Presented by	Shurberg Broadcasting
Disposition	Identified <input checked="" type="checkbox"/>
	Received <input checked="" type="checkbox"/>
	Rejected <input type="checkbox"/>
Reporter	George Holmes
Date	9-23-98

RC 007783

SAS 819

Form **SS-4**(Rev. 9-82)  
Department of the Treasury  
Internal Revenue Service**Application for Employer Identification Number**(For use by employers and others as explained in the instructions.  
Please read the instructions before completing this form.)  
For Paperwork Reduction Act Notice, see page 2.

OMB No. 1545-0043

Expires 9-10-85

1 Name (True name and not trade name. If partnership, see page 4.) <b>WHCT Management, Inc.</b>		2 Social security no., if sole proprietor	3 Ending month of each year <b>June</b>
4 Trade name, if any, of business (if different from item 1)		5 General partner's name, if partnership; principal officer's name, if corporation; or grantor's name, if trust	
6 Address of principal place of business (Number and street) <b>231 John Street</b>		7 Mailing address, if different	
8 City, State, and ZIP code <b>Reading, MA 01867</b>		9 County of principal business location <b>Middlesex</b>	
10 Type of organization <input type="checkbox"/> Governmental <input type="checkbox"/> Individual <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Other (specify) <input type="checkbox"/> Nonprofit organization <input checked="" type="checkbox"/> Corporation		11 Date you acquired or started business (Mo., day, year) <b>12/</b>	
12 Reason for applying <input checked="" type="checkbox"/> Started new business <input type="checkbox"/> Purchased going business <input type="checkbox"/> Other (specify)		13 First date you paid or will pay wages for this business (Mo., day, year) <b>Unknown</b>	
14 Nature of principal business activity (See instructions on page 4.) <b>Management</b>		15 Do you operate more than one place of business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
16 Peak number of employees expected in next 12 months (if none, enter "0")	Nonagricultural <b>0</b>	Agricultural <b>0</b>	Household <b>0</b>
17 If nature of business is manufacturing, state principal product and material used.			
18 To whom do you sell most of your products or services? <input checked="" type="checkbox"/> Business establishments (wholesale) <input type="checkbox"/> General public (retail) <input type="checkbox"/> Other (specify)			
19 Have you ever applied for an identification number for this or any other business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter name and trade name. Also enter agent, date, city, and State where you applied and problem number if known.			
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.			
Signature and Title <i>Robert D. O'Neil</i>		Telephone number (include area code) <b>517-942-1600</b>	
Please leave blank	Gen.	Ind.	Class
			State
			Reason for appl.
			Part I

RC 007787

SAS 823

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

### NAME

### POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation

Carter S. Bacon, Jr.

Peabody & Brown  
One Boston Place  
Boston, MA 02109

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

TwB

Name  
Approved

1. The name by which the corporation shall be known is:

WHCT MANAGEMENT, INC.

2. The purpose for which the corporation is formed is as follows:

To acquire, own and operate television and radio stations; to engage in any other aspect of the telecommunications business; to engage in any other activities incidental to the foregoing; and to be a general or limited partner of any partnership engaged in any of the foregoing.

(SEE PAGES 2A AND 2B ANNEXED)

C ☐  
P ☒  
M ☐  
R.A. ☐

RC 007788

SAS 804

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

To carry on a general mercantile business in any state or territory of the United States and any foreign country.

To act for others as agent, broker, factor, manager or in any other lawful manner and to join with others in any enterprise.

To buy, lease or otherwise acquire, hold, improve, maintain, supervise, operate, exchange, sell, lease, pledge, mortgage, or otherwise dispose of real estate or interests therein, in any state or territory of the United States and any foreign country.

To subscribe for, buy, acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, and to deal in, stocks, bonds, notes, obligations and securities of any corporations, joint stock companies, trusts, associations, firms or persons and the bonds and securities of the United States, and of any state thereof, and of any county, district or municipality and of any agency of any of the foregoing and of any foreign government or agency, and as owner thereof to exercise all rights, powers and privileges of ownership, including, without limitation, the right to vote.

To acquire the good will and property of any corporations, joint stock companies, trusts, associations, firms or persons, and to undertake, guarantee, endorse or assume the whole or any part of the obligations or liabilities thereof, including, without limitation, leases and contracts.

To borrow money and to make and issue bonds, debentures, notes and evidences of indebtedness of the corporation and to secure the same by the mortgage, pledge, or other transfer of all or any part of its properties.

To lend money or credit to, to guarantee the performance of any contract or obligations, and to aid in any other manner, corporations, joint stock companies, trusts, associations, firms and persons, any obligation of which or any interest in which is held by the corporation, or in the affairs of prosperity of which this corporation has an interest; and to secure any such undertaking made by it by the mortgage, pledge or other transfer of all or any part of its properties.

To acquire, hold, use, sell, assign, grant licenses in respect of, mortgage or otherwise dispose of, any and all trade marks, trade names, formulae, secret processes, franchises, and any and all inventions, improvements, letters, patents, or copy-rights of the United States or of any other country.

To purchase or otherwise acquire, and to hold, sell, assign transfer, mortgage, pledge, or otherwise dispose of and deal in, the stock of the corporation.

To be a general or a limited partner in any partnership or a joint venturer in any joint venture provided that the business of such partnership or of such joint venture is a business in which this corporation has the power to engage.

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, or otherwise, and either alone or with others, and to do every act and thing necessary, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to any of the powers herein stated, provided the same be not inconsistent with the laws of the Commonwealth of Massachusetts applicable to business corporations.

The foregoing clauses shall be construed both as objects and powers, and it is expressly intended that no specific enumeration shall restrict in any way any general language, that none of the purposes set forth in any of the above clauses shall be limited or restricted in any way by the terms of any other clause, that each purpose may be pursued independently of any other purpose from time to time and wherever deemed desirable, and that the corporation shall have and possess all the rights, privileges and powers now or hereafter conferred by the laws of the Commonwealth of Massachusetts upon business corporations organized under such laws.

(a) The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the stockholders.

(b) Meetings of the stockholders may be held anywhere in the United States.

(c) The corporation may be a partner, either general or limited, in any business enterprise it would have the power to conduct by itself.

(d) The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of the corporation individually, or any concern in which any such director, officer or stockholder has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

- (1) Such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) No such director, officer or stockholder shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
- (3) Any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same.

For the purposes of this paragraph (d), the term "interest" shall mean personal interest and interest as a director, officer, stockholder, shareholder, employee, trustee, member or beneficiary of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
- a. The post office address of the initial principal office of the corporation of Massachusetts is:  
855R Broadway, Saugus, MA 01906
- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Fred J. Boling, Jr.	24 Tophet Road Lynnfield, MA	855R Broadway Saugus, MA 01906
Treasurer:	Fred J. Boling, Jr.	See above	See above
Clerk:	William C. Lance	518 Chestnut St. Waban, MA 02168	One Boston Place Boston, MA 02108
Directors:	Herbert A. Sostek	65 East India Row Boston, MA	855R Broadway Saugus, MA 01906
	Fred J. Boling, Jr.	See above	See above
	Richard H. Gibbs	30 Littles Point Swampscott, MA	See above
	Joel A. Gibbs	3 Hilltop Drive Wenham, MA	See above

- c. The date initially adopted on which the corporation's fiscal year ends is:  
June 30
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:  
Third Wednesday in October
- e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 29th day of May 1984

Carter S. Bacon, Jr.  
Carter S. Bacon, Jr., Incorporator

RC 007792

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

S/S 828



# The Commonwealth of Massachusetts

SECRETARY OF THE

MICHAEL JOSEPH CONNOLLY

Secretary of State

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

CORPORATION DIVISION

FEDERAL IDENTIFICATION

NO. ....

## CERTIFICATE OF CHANGE OF PRINCIPAL OFFICE

General Laws, Chapter 156B, Section 14

I, William C. Lance Clerk ~~XXXXXX~~ of

WHCT MANAGEMENT, INC.

(Name of Corporation)

having its principal office at .....  
(Post Office Address)

855R Broadway, Saugus, MA 01906

(Number and Street, City or Town)

do hereby certify that pursuant to General Laws, Chapter 156B, Section 14, the directors of said corporation have changed the principal office of the corporation to

.....  
(Post Office Address)

231 John Street, Reading, MA 01867

(Number and Street, City or Town)

SUBSCRIBED THIS 8th day of FEBRUARY 19 85, UNDER PENALTIES OF PERJURY.

RC 007793

SIGNATURE William C. Lance Clerk ~~XXXXXX~~  
William C. Lance

27

545 829

Examiner

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS. 02108 NO. 000207953

## ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Fred J. Boling, Jr.

, President/Vice President and

William C. Lance

, Clerk/Assistant Clerk of

WRICT Management, Inc.

(Name of Corporation)

located at 231 John Street, Reading, MA 01867

No  
At

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted by unanimous written consent of the stockholders dated February

1896 1986?

shares of

(Class of Stock)

out of

shares outstanding

shares of

(Class of Stock)

out of

shares outstanding, and

shares of

(Class of Stock)

out of

shares outstanding,

being at least a majority of each class outstanding and entitled to vote thereon;

CROSS OUT

two-thirds of each class outstanding and entitled to vote thereon and

INAPPLICABLE

of each class or series of stock whose rights are adversely affected

CROSS OUT

thereby.

VOTED:

That Article 5 of the Articles of Organization of this corporation be and hereby is amended by adding thereto the provisions entitled Restrictions On Transfer Of Capital Stock set forth in Exhibit "A" attached hereto.

C ☐  
P ☐  
M ☐

RC 007794

For amendments adopted pursuant to Chapter 156B, Section 70

For amendments adopted pursuant to Chapter 156B, Section 71

SLS 830

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P C

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

MINUTE BOOK #- 687  
EDIT DATE- 05-30-84  
NAME OF CORP.- WHCT MANAGEMENT, INC.  
STREET- 855R BROADWAY  
CITY- SAUGUS  
STATE- MA  
ZIP CODE- 01906  
TELEPHONE #- ----  
INCORP.DATE- 05-29-84  
INCORP.PLACE- MA  
TYPE OF CORP.- 156B  
FISCAL YEAR DATE- 06-30-00  
ANNUAL MEETING- 10-03-04  
- OCT 3RD WED  
SUBCHAPTER S- N  
MED.EXP.REEMB.PLAN- N  
PENSION PLAN- N  
PROFIT SHARING- N  
1934 ACT-REGISTRATN.- N  
FED.TAX ID #- ----  
CLASS.CODE- ----  
RELATED CODE- ----  
BILLING CODE- ASTCO-2  
ATTORNEY- WCL  
ACCOUNTANT- ----

RC 007784

SAS 800

MINUTE BK #- 687

FOREIGN QUALS.- \_

- NONE

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- -----

NOTES:- \_

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OFFICERS- \_

(LAST NAME FIRST) - \_

CHR OF BRD- SOSTEK, HERBERT A.

PRESIDENT - BOLING, FRED J., JR.

TREASURER - BOLING, FRED J., JR.

CLERK - LANCE, WILLIAM C.

DIRECTORS- \_

(LAST NAME FIRST) - \_

- SOSTEK, HERBERT A.

- BOLING, FRED J., JR.

- GIBBS, RICHARD H.

- GIBBS, JOEL A.

- -----

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RC 007785

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821

MINUTE BK # - 687

SHAREHOLDERS- -

(LAST NAME FIRST) - -

- ASTROLINE COMPANY

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RC 007786

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EX-100-10

RESTRICTIONS ON TRANSFER OF  
CAPITAL STOCK

Except as otherwise specifically provided herein, no holder (a "Stockholder") of shares of capital stock of this corporation (the "Company") authorized from time to time under its Articles of Organization shall at any time sell, transfer or otherwise dispose of, pledge or otherwise encumber, or permit to be encumbered, any of the shares of capital stock of the Company owned by him. If a Stockholder shall desire to sell, transfer or otherwise dispose of all or any portion of the shares of capital stock of the Company held by him, he shall give written notice thereof to the Company. Such notice shall contain the name and address of the proposed transferee of the Stockholder, the number of shares which the Stockholder desires to sell, transfer or otherwise dispose of and the amount of consideration, if any, proposed to be paid for the shares or interest therein proposed to be sold, transferred or otherwise disposed of. The Company shall have the right, exercisable at any time within ninety (90) days following the date on which it receives the notice, to purchase the shares for the same purchase price for which the Stockholder desires to sell, transfer or otherwise dispose of the shares as set forth in the notice; provided that if the proposed transfer or other disposition should be a gift or other form of transfer or disposition without monetary consideration, such purchase price shall be an amount equal to the fair market value of the shares as determined by agreement between the Stockholder and the Company, provided further that if the Stockholder and the Company shall not have agreed upon the fair market value of the shares within forty-five (45) days following the date of receipt by the Company of the notice, the fair market value of such shares shall be an amount determined by three arbitrators as follows:

- (i) The Stockholder and the Company shall each appoint an independent, qualified arbitrator experienced in financial and business matters, and those two arbitrators shall appoint a third arbitrator; and
- (ii) The arbitrators shall determine the fair market value of the shares and shall give written notice of the amount thereof to the Stockholder and the Company as soon as practicable but in any event on a date within seventy-five (75) days following the date on which the Company receives the notice.

If the Company desires to exercise its right to purchase the shares, it must do so with respect to all the shares which the Stockholder proposes to sell, transfer or otherwise dispose of. Notice by the Company of its intention to exercise its right to purchase all such shares shall be in writing and shall be given

to such Stockholder within such ninety (90) day period during which such right may be exercised by the Company.

Within thirty (30) days after the date on which the Company exercises any such right, the Company shall pay the full purchase price by certified or bank check or shall, at its option, pay to the Stockholder or, in the case of a deceased Stockholder, his personal representative ten (10) per cent of the total purchase price by certified or bank check and deliver its note for the balance of the purchase price. The note shall be payable in equal monthly installments in or within a three-year period and bear interest, payable quarterly, on the unpaid balance at the rate equal to the "base rate" of interest charged from time to time by The First National Bank of Boston or any successor thereto. Certificates for the shares of capital stock duly endorsed for transfer with all necessary transfer stamps attached shall be delivered to the Company at the time of payment and, if applicable, the delivery of the note.

The foregoing restrictions on transfer of shares of capital stock of the Company shall not apply to any of the following transfers by a Stockholder:

- (i) transfer of shares of capital stock to the trustees of a trust for the benefit of and which is revocable by the transferring Stockholder;
- (ii) transfer of shares of capital stock to a Stockholder's guardian or conservator;
- (iii) transfer of shares of capital stock to the spouse or issue of a Stockholder or a trust for the benefit of any such person; and
- (iv) transfer of shares of capital stock to the executor or administrator of the estate of a deceased Stockholder or his executor under his will.

In the event that a Stockholder shall neglect or refuse to comply with these provisions, the shares of capital stock held by him shall, so long as such neglect or refusal shall continue, have no voting power and shall not be entitled to any dividends. No sale, transfer or other disposition of shares of capital stock other than in accordance with these provisions shall be valid or be recognized upon the books of the Company.

The Company, acting by a two-thirds majority of the directors then in office, may waive the restrictions on transfer of shares of capital stock of the Company in whole or in part under such circumstances as such directors may determine.

No director shall be disqualified from participating in, and voting on, any action taken by the Company under these restrictions by virtue of his having an interest, direct or indirect, in any shares of capital stock which the Company has the right to purchase.

Any notice provided for herein shall be deemed to have been duly given if sent by registered or certified mail, postage prepaid, to the Company at its principal office and to a Stockholder at his address as it shall appear on the books of the Company.

These provisions shall not be deemed to have been waived or discharged by any sale, transfer or other disposition, or pledge or encumbrance of shares of capital stock made in compliance herewith and shares of capital stock held by any transferee subsequent to any such sale, transfer or other disposition, pledge or encumbrance shall be subject in every respect to these restrictions.

RC 007797


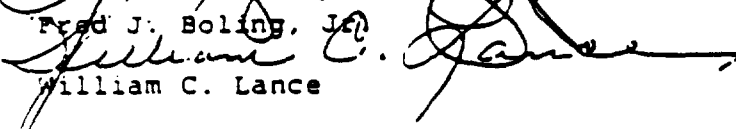
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The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

27th day of February, in the year 1986

  
Fred J. Boling, Jr.  
  
William C. Lance

President ~~XXXXXX~~

Clerk ~~XXXXXX~~

RC 007798

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WHCT MANAGEMENT, INC.

CONSENT OF SOLE INCORPORATOR TO ACTION WITHOUT MEETING

The undersigned, being the sole Incorporator of WHCT Management, Inc. (the "Corporation"), hereby consents to the adoption as of the date below written, of each of the following votes as and for the action of the Incorporator of the corporation, without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 12, as amended:

VOTED: That a business corporation to be named WHCT Management, Inc. be organized in accordance with the provisions of Chapter 156B of the General Laws of Massachusetts.

FURTHER VOTED: That the Articles of Organization in the form marked "A" and attached hereto be and hereby are approved and adopted as the Articles of Organization of the corporation.

FURTHER VOTED: That the By-Laws in the form marked "B" and attached hereto be and hereby are approved and adopted as the By-Laws of the corporation.

FURTHER VOTED: That, in accordance with the provisions of Article II, Section 1, of the By-Laws, the number of directors be and hereby is fixed at four and that the individuals named below be and hereby are elected the directors of the corporation, to serve pursuant to the By-Laws until the next Annual Meeting of the Stockholders of the corporation and until their successors are elected and qualified:

Fred J. Boling, Jr.  
Herbert A. Sostek  
Richard H. Gibbs  
Joel A. Gibbs

RC 007818

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FURTHER  
VOTED:

That, in accordance with the provisions of Article III, Section 1, of the By-Laws, each of the individuals named below be and hereby is elected to the office or offices set forth opposite the name of such individual, to serve pursuant to the By-Laws until the first meeting of the directors following the next Annual Meeting of the Stockholders of the corporation and until his successor or successors are elected and qualified:

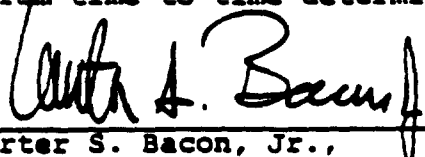
Herbert A. Sostek	-	Chairman of the Board and Chief Executive Officer
Fred J. Boling, Jr.	-	President, Chief Operating Officer and Treasurer
Joel A. Gibbs	-	Vice President
Richard H. Gibbs	-	Vice President
William C. Lance	-	Clerk

FURTHER  
VOTED:

That June 30 be and hereby is designated as the date upon which the fiscal year of the corporation shall end.

FURTHER  
VOTED:

That the Board of Directors of the corporation is hereby authorized, without first offering the same or any part of the same to any present or future stockholders for subscription, to issue the whole or any part of any unissued balance of the authorized capital stock of the corporation of any class to such persons, firms, corporations, or other organizations in such manner and amounts and for such consideration, including without limitation cash, securities, services and real and personal property of every kind and description, and upon such terms and conditions as the directors in their discretion may from time to time determine.

  
Carter S. Bacon, Jr.,  
Incorporator

DATED: May 29, 1984

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

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NAME

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Carter S. Bacon, Jr.

Peabody & Brown  
One Boston Place  
Boston, MA 02109

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WHCT MANAGEMENT, INC.

2. The purpose for which the corporation is formed is as follows:

To acquire, own and operate television and radio stations; to engage in any other aspect of the telecommunications business; to engage in any other activities incidental to the foregoing; and to be a general or limited partner of any partnership engaged in any of the foregoing.

(SEE PAGES 2A AND 2B ANNEXED)

C ☐  
P ☒  
M ☐  
R.A. ☐

RC 007820

#687

84 150033

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To carry on a general mercantile business in any state or territory of the United States and any foreign country.

To act for others as agent, broker, factor, manager or in any other lawful manner and to join with others in any enterprise.

To buy, lease or otherwise acquire, hold, improve, maintain, supervise, operate, exchange, sell, lease, pledge, mortgage, or otherwise dispose of real estate or interests therein, in any state or territory of the United States and any foreign country.

To subscribe for, buy, acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, and to deal in, stocks, bonds, notes, obligations and securities of any corporations, joint stock companies, trusts, associations, firms or persons and the bonds and securities of the United States, and of any state thereof, and of any county, district or municipality and of any agency of any of the foregoing and of any foreign government or agency, and as owner thereof to exercise all rights, powers and privileges of ownership, including, without limitation, the right to vote.

To acquire the good will and property of any corporations, joint stock companies, trusts, associations, firms or persons, and to undertake, guarantee, endorse or assume the whole or any part of the obligations or liabilities thereof, including, without limitation, leases and contracts.

To borrow money and to make and issue bonds, debentures, notes and evidences of indebtedness of the corporation and to secure the same by the mortgage, pledge, or other transfer of all or any part of its properties.

To lend money or credit to, to guarantee the performance of any contract or obligations, and to aid in any other manner, corporations, joint stock companies, trusts, associations, firms and persons, any obligation of which or any interest in which is held by the corporation, or in the affairs of prosperity of which this corporation has an interest; and to secure any such undertaking made by it by the mortgage, pledge or other transfer of all or any part of its properties.

To acquire, hold, use, sell, assign, grant licenses in respect of, mortgage or otherwise dispose of, any and all trade marks, trade names, formulae, secret processes, franchises, and any and all inventions, improvements, letters, patents, or copy-rights of the United States or of any other country.

To purchase or otherwise acquire, and to hold, sell, assign transfer, mortgage, pledge, or otherwise dispose of and deal in, the stock of the corporation.

To be a general or a limited partner in any partnership or a joint venturer in any joint venture provided that the business of such partnership or of such joint venture is a business in which this corporation has the power to engage.

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, or otherwise, and either alone or with others, and to do every act and thing necessary, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to any of the powers herein stated, provided the same be not inconsistent with the laws of the Commonwealth of Massachusetts applicable to business corporations.

The foregoing clauses shall be construed both as objects and powers, and it is expressly intended that no specific enumeration shall restrict in any way any general language, that none of the purposes set forth in any of the above clauses shall be limited or restricted in any way by the terms of any other clause, that each purpose may be pursued independently of any other purpose from time to time and wherever deemed desirable, and that the corporation shall have and possess all the rights, privileges and powers now or hereafter conferred by the laws of the Commonwealth of Massachusetts upon business corporations organized under such laws.

(a) The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the stockholders.

(b) Meetings of the stockholders may be held anywhere in the United States.

(c) The corporation may be a partner, either general or limited, in any business enterprise it would have the power to conduct by itself.

(d) The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of the corporation individually, or any concern in which any such director, officer or stockholder has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

- (1) Such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) No such director, officer or stockholder shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
- (3) Any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same.

For the purposes of this paragraph (d), the term "interest" shall mean personal interest and interest as a director, officer, stockholder, shareholder, employee, trustee, member or beneficiary of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or, if later date is desired, specify date. (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation of Massachusetts is:

855R Broadway, Saugus, MA 01906

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Fred J. Boling, Jr.	24 Tophet Road Lynnfield, MA	855R Broadway Saugus, MA 01906
Treasurer:	Fred J. Boling, Jr.	See above	See above
Clerk:	William C. Lance	518 Chestnut St. Waban, MA 02168	One Boston Place Boston, MA 02108
Directors:	Herbert A. Sostek	65 East India Row Boston, MA	855R Broadway Saugus, MA 01906
	Fred J. Boling, Jr.	See above	See above
	Richard B. Gibbs	30 Little's Point Swampscott, MA	See above
	Joel A. Gibbs	3 Hilltop Drive Wenham, MA	See above

c. The date initially adopted on which the corporation's fiscal year ends is:

June 30

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

Third Wednesday in October

e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 29th day of May 1984

Carter S. Bacon, Jr., Incorporator

RC 007824

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization

AS 880



BY - LAWS  
OF  
WHCT MANAGEMENT, INC.

ARTICLE I  
STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of the stockholders of this corporation shall be held on the third Wednesday of October in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, at 10:00 o'clock a.m. unless a different hour is fixed by the Board of Directors or the President and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization (herein used to refer to the Articles of Organization as amended from time to time) or by these By-Laws (herein used to refer to these By-Laws as amended from time to time), may be specified by the directors or the President. In the event an annual meeting is not held on the date herein provided, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Such special meeting shall be called in the manner and as provided for special stockholders' meetings.

Section 2. Special Meetings. Special meetings of the stockholders may be called by the President or a majority of the Board of Directors then in office, and shall be called by the

Clerk or, in the case of his death, absence, incapacity or refusal by any other officer, upon written application of one or more stockholders who are entitled to vote and who hold at least one-tenth part in interest of the capital stock entitled to vote at the meeting. Such application shall state the purposes of the meeting and the President or the Clerk shall fix the time and place thereof.

Section 3. Place of Stockholders' Meetings. All meetings of the stockholders shall be held at the principal office of the corporation in the Commonwealth, unless some other place within the Commonwealth or, if permitted by the Articles of Organization without the Commonwealth, is stated in the notice.

Section 4. Notice of Stockholders' Meetings. A written notice of all meetings of stockholders stating the place, date and hour thereof and the purposes for which the meeting is to be held shall be given by the Clerk, or in case of his death, absence, incapacity or refusal, by any other person designated by the Board of Directors, at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who under the Articles of Organization or these By-Laws is entitled to such notice, by leaving such notice with him or at his residence or usual place of business or by mailing it, postage prepaid and addressed, to such stockholder at his address as it appears on the books of the corporation.

Section 5. Waiver of Notice. Notice of the time, place or purposes of any annual or special meeting of the stockholders

which a quorum is present a majority of the votes cast, which shall be counted by classes of capital stock if so required by the Articles of Organization, shall decide all questions, unless the matter is one upon which by express provision of law or of the Articles of Organization or these By-Laws a different vote is required, in which case such express provision shall govern. The corporation shall not directly or indirectly vote any share of its stock. Stockholders of record may vote at any meeting either in person or by proxy in writing, which shall be filed by the Clerk of the meeting before being voted. No proxy which is dated more than six months before the meeting named therein shall be accepted and no such proxy shall be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

## ARTICLE II

### BOARD OF DIRECTORS

Section 1. Number of Directors and Qualifications. A Board of directors (divided into classes if required by the Articles of Organization or these By-Laws) shall be elected at the annual meeting of the stockholders or at any meeting held in place thereof as hereinbefore provided. The stockholders shall at such meeting determine the number of directors to be elected, but such number shall be not less than three, except that whenever there shall be only two stockholders the number of directors shall be not less than two and whenever there shall be only one stockholder or prior to the issuance of any stock the number of directors shall be not less than one. In the absence of affirmative determination by the stockholders, the number of directors to be elected shall be the same as the number last previously determined by the stockholders or the directors. The stockholders may at a special meeting held for the purpose during any year increase or decrease the number of directors. The directors may, by a vote of a majority then in office, increase the number of directors. Subject to the provisions of Sections 6 and 7 of Article II hereof, each director shall serve until the next annual meeting and until his successor is duly chosen and qualified. Directors may, but need not, be stockholders in the corporation.

Section 2. Powers of Directors. The business of the corporation shall be managed by the Board of Directors. In the management and control of the property, business, and affairs of

the corporation, the Board of Directors may exercise all the powers of the corporation except such as are conferred by law or these By-Laws or the Articles of Organization upon the stockholders.

Section 3. Executive and Other Committees. The Board of Directors may elect an Executive Committee of such number of Directors as the Board of Directors shall determine. The members of the Executive Committee shall serve during the pleasure of the Board of Directors. In case any member of the Executive Committee shall cease to be a director of the corporation for any reason, he shall forthwith cease to be a member of the Executive Committee. To the full extent permitted by law, the Executive Committee shall, during the intervals between meetings of the Board of Directors, possess and may exercise, subject to such specific directions or limitations, if any, as may be given or imposed by the Board of Directors, all the powers of the Board of Directors, including, without limitation, the management of the current and ordinary business of the corporation, the authorization of the execution on behalf of the corporation of contracts, deeds and other legal instruments with or without the corporate seal, and all the powers of the Board of Directors stated in these By-Laws, excepting those powers expressly forbidden by law and the power to alter or repeal these By-Laws. All action taken by the Executive Committee shall be subject to revision or alteration by the Board of Directors; provided that no rights or acts of third parties shall be affected by any such revision or alteration. The Executive Committee shall fix its own rules of procedure.

shall meet as provided by such rules or by resolution of the Board of Directors, and shall keep records of its actions and proceedings, which records shall be made available for examination by the Board of Directors. A majority of the members of the Committee shall constitute a quorum and in every case the affirmative vote of a majority of the members of the Committee present at any meeting shall be necessary to its adoption of any resolution.

The Board of Directors from time to time may elect, from their own number or otherwise, other committees, the number composing such committees and the powers of each to be determined by the Board of Directors.

Section 4. Directors' Meetings. Regular meetings of the Board of Directors may be held in such places and at such times as the Board may by vote from time to time determine and fix, and if so determined and fixed, no notice thereof need be given. A regular meeting of the Board of Directors shall be held without notice immediately after the adjournment of the annual meeting of the stockholders or any meeting held in place thereof as hereinbefore provided, and at the same place.

Special meetings of the Board of Directors may be held at any time or place whenever called by the President or a director. Notice of the place, date, hour, and purposes of such special meetings shall be given by the Clerk or the President or the directors calling the meeting to each director, by orally communicating such notice to him or by sending a telegram or by mailing, postage prepaid and addressed, a writing containing such notice

to his residence or usual place of business, at least 48 hours before such meeting. Special meetings may be held at any time without such notice if all the directors are present or if those not present execute a written waiver of notice before or after the meeting which is filed with the records of the meeting.

Any action required or permitted to be taken at any meeting of the directors or any committee elected or appointed by the directors may be taken without a meeting if all the directors or all the members of any such committee consent to the action in writing and the written consents are filed with the records of the meetings of directors or of any such committee. Such consents shall be treated for all purposes as a vote at a meeting.

If all the directors or all the members of any committee elected or appointed by the directors participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, then participation by such means shall constitute presence in person at a meeting.

Section 5. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business. Less than a quorum of the directors, however, may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice if a quorum is then present. Except as otherwise required by law, the Articles of Organization or these By-Laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Removal. Any director, including a director elected by directors to fill a vacancy in the Board of Directors, may be removed from office with or without cause by the vote of the holders of a majority of the shares entitled to vote in the election of directors, provided that the directors of a class elected by a particular class of stockholders may be removed only by the vote of the holders of a majority of the shares of such class. Any director, including a director elected by directors to fill a vacancy in the Board of Directors, may be removed from office at any time for cause by a vote of the majority of the Board of Directors then in office. A director may be removed for cause only after being afforded reasonable notice and an opportunity to be heard before the body proposing to remove him.

Section 7. Resignation. Any director of the corporation may resign by delivering or causing to be delivered to the President or the Clerk a written resignation which shall take effect on being so delivered or at such other time as may be therein specified.

Section 8. Vacancies. Vacancies in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by a majority of the directors then in office, provided that holders of a particular class of capital stock may, at a special meeting, by majority vote of such class of capital stock, elect a successor to a director elected by holders of capital stock of the same class whose office is vacant or has been filled by the directors as hereinbefore provided.



and any person so elected shall displace any successor chosen by the directors.

Section 9. Compensation The compensation of all directors shall be fixed by the Board of Directors.

### ARTICLE III

#### OFFICERS

Section 1. Principal Officers - Election Thereof - Eligibility.

The officers of the corporation shall be a President, a Treasurer, a Clerk and such other officers as the Board of Directors may elect or appoint. The President, Treasurer and Clerk shall be elected by the directors at their first regular meeting following the annual meeting of the stockholders or any meeting held in place thereof as hereinbefore provided. Subject to the provisions of Sections 3 and 4 of this Article III, the President, the Treasurer, and the Clerk shall each hold office until the first regular meeting of the Board of Directors following the next annual meeting of the stockholders or any meeting held in place thereof as hereinbefore provided and until their respective successors are elected and qualified. The President may, but need not, be a director of the corporation. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. The same person may occupy two or more offices in the corporation.

Section 2. Additional Officers and Agents. The Board of Directors in its discretion may appoint a Chairman of the Board of Directors and one or more additional officers or agents of the

corporation, all as from time to time or at any time it may deem advisable, and may prescribe their duties and the terms of their offices. Unless a different period shall have been specified by the terms of his appointment, the Chairman of the Board of Directors or any additional officer or agent of the corporation appointed by the directors pursuant hereto shall, subject to Sections 3 and 4 of Article III, hold office until the first regular meeting of the Board of Directors following the next annual meeting of stockholders or any meeting held in place thereof as hereinbefore provided and until his successor is appointed and qualified.

Section 3. Removal. Officers elected or appointed by the Board of Directors may be removed from their respective offices with or without cause by vote of a majority of the directors then in office.

Section 4. Resignation. Any officer may resign by delivering or causing to be delivered to the President or the Clerk a written resignation which shall take effect on being so delivered or at such other time as may be therein specified.

Section 5. Vacancies. Vacancies in any office, however occurring, may be filled by the Board of Directors.

Section 6. Compensation. The compensation of all officers shall be fixed by the Board of Directors.

Section 7. Delegation of Authority of Officers. The Board of Directors may at any time delegate the powers and duties, or any of them, of any officer to any other officer or to a committee of officers.

#### ARTICLE IV

##### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall to the extent legally permissible indemnify each of its directors and officers and each person who shall serve or shall have served at its request as a director or officer of another corporation (and the heirs, executors and administrators of such director, officer or other person) against all expenses and liabilities which he has reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of the corporation or by reason of his serving or having served at its request as a director or officer of another corporation (whether or not he continues to be a director or officer at the time of incurring such expenses or liabilities), such expenses and liabilities to include, but not be limited to, judgments, court costs, attorneys' fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such director or officer shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for the corporation to the effect that such settlement or compromise is in the best interests of the

corporation and that such director or officer does not appear not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, and if the Board of Directors shall have adopted a resolution approving such settlement or compromise.

The corporation may pay expenses incurred by such director, officer or other person in defending a civil or criminal action, suit or proceeding; provided, however, that the corporation has first received an undertaking from such director, officer or other person, in form and content satisfactory to the Board of Directors, to repay to the corporation all such advance payments if upon final disposition of such action, suit or proceedings, he shall not be entitled to indemnification under this Article.

The foregoing right of indemnification shall not be exclusive of other rights to which any director, officer or other corporate personnel may be entitled as a matter of law.

#### ARTICLE V

##### PRESIDENT

Unless the Chairman of the Board or another officer of the corporation is so designated by the Board of Directors, the President shall be the chief executive officer of the corporation. Subject to the direction of the Board of Directors, the chief executive officer shall be in general and active charge, control and supervision over the management and direction of the business, property and affairs of the corporation. He shall preside at all meetings of the stockholders and of the Board of Directors at which he may be present.

In the absence or disability of the President, or in case of an unfilled vacancy in that office, the Board of Directors may designate a Vice-President or other officer of the corporation to perform the duties and exercise the powers of the President.

#### ARTICLE VI

##### TREASURER

The Treasurer shall have responsibility for the care and custody of the money, funds, valuable papers and documents of the corporation and shall have and exercise all the powers and duties commonly incident to his office. He may endorse for deposit or collection all checks, notes, drafts and instruments for the payment of money, payable to the corporation or to its order. He shall cause to be kept accurate books of account of all monies received and paid by him on account of the corporation.

If required by the Board of Directors, he shall give the corporation a bond, in such sum and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

#### ARTICLE VII

##### CLERK

The Clerk shall keep accurate minutes of all meetings of the stockholders and shall perform all the duties commonly incident

to his office and shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate or as may be otherwise provided for in these By-Laws. The Clerk shall act as Secretary to the Board of Directors and keep accurate minutes of all its meetings.

In the absence of the Clerk, a Clerk Pro Tempore may be elected or appointed by the directors to perform his duties.

#### ARTICLE VIII

##### CAPITAL STOCK

The Board of Directors shall have authority, without first offering the same or any part of the same to any present or future stockholders for subscription, to issue the whole or any part of any unissued capital stock from time to time authorized under the Articles of Organization of this corporation to such persons, firms, corporations or other organizations, in such manner and amounts and for such consideration or considerations and upon such terms and conditions as the directors may in their discretion from time to time determine. No stockholders shall have any pre-emptive rights to acquire stock of the corporation.

#### ARTICLE IX

##### SEAL

The seal of this corporation shall consist of a flat-faced circular die with the name of the corporation, the year of incorporation, and the word "Massachusetts" cut or engraved thereon.

RC 007838

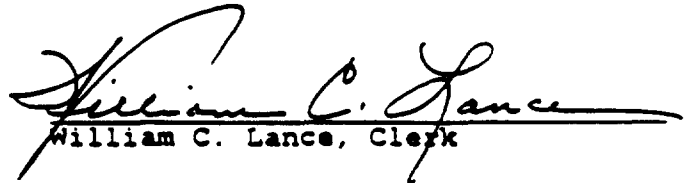
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ARTICLE X

AMENDMENTS

These By-Laws may be altered, amended, or repealed at any annual or special meeting of the stockholders or, if permitted by the Articles of Organization, at any regular or special meeting of the Board of Directors, if notice of such alteration, amendment, or repeal be contained in the notice or waiver of notice of such meeting; provided, however, that any By-Laws adopted by the Board of Directors may be amended or repealed by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, altering, amending or repealing by the directors of any By-Law, notice stating the substance thereof shall be given to all stockholders entitled to vote on amending these By-Laws.

ATTEST:

  
William C. Lance, Clerk

WHCT MANAGEMENT, INC.

CONSENT OF BOARD OF DIRECTORS  
TO ACTION WITHOUT MEETING

The undersigned, being all the Directors of WHCT Management, Inc. hereby consent to the adoption as of May 29, 1984 of the following votes as and for the action of the Board of Directors of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agree that this Consent shall be filed with the records of the meetings of the Directors and that such votes may be certified by the Clerk or any officer as being in all respects duly adopted:

VOTED: That, whereas the corporation was duly organized effective May 29, 1984, the corporation commence doing business in accordance with the purposes for which it has been organized and acquire by purchase or otherwise such assets as may be necessary or desirable in order to engage effectively in and carry on such business.

FURTHER VOTED: That the form of stock certificate attached hereto and marked "A" representing shares of the Common Stock, par value \$.01 per share, of the corporation be and hereby is adopted and approved.

FURTHER VOTED: That, whereas it is deemed advisable that the corporation offer for sale and issue 1,000 shares of Common Stock, par value \$.01 per share, authorized by its Articles of Organization, the corporation, upon the receipt of payment in full therefor at \$1.00 per share, issue out of its authorized capital stock and sell to Astroline Company, 1,000 shares of Common Stock, par value \$.01 per share.

FURTHER VOTED: That the President and Treasurer of the corporation is hereby authorized, upon receipt in full by the corporation of said payment, to execute, seal with its corporate seal and deliver to said Astroline Company a certificate representing the shares so purchased.



FURTHER  
VOTED:

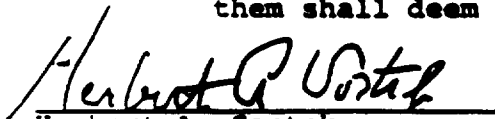
1. That a checking account be established in the name and on behalf of the corporation with the First National Bank of Boston and that the Chairman of the Board and President of the corporation be and they hereby are authorized, signing singly to draw upon the funds deposited from time to time in such account;
2. That the Chairman of the Board and the President of the corporation be and they hereby are authorized from time to time, acting singly to borrow money and obtain credit on behalf of the corporation from said bank;
3. That in furtherance of the foregoing votes, the standard banking resolutions prescribed by said bank in the form attached hereto and marked "B", be and the same hereby are approved and adopted by the corporation.

FURTHER  
VOTED:

That the Corporation enter into a limited partnership agreement with Richard P. Ramirez and Astroline Company providing for the organization of a Massachusetts limited partnership having the Corporation and Richard P. Ramirez as General Partners and Astroline Company as Limited Partner for the purpose of forming a limited partnership to acquire, own and operate Channel 18, a television station operating in the greater Hartford, Connecticut, area having the call letters "WHCT."

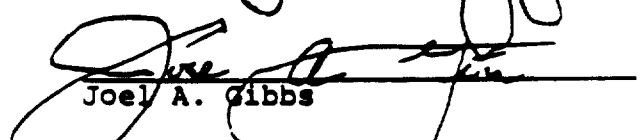
FURTHER  
VOTED:

That, in furtherance of the foregoing vote, the Chairman of the Board and President of the Corporation are each hereby authorized to execute and deliver on behalf of the Corporation a Limited Partnership Agreement and Certificate in such form and having such terms and provisions as either of them shall approve, and to take such other actions and to execute and deliver such other agreements and instruments as either of them shall deem necessary or appropriate.

  
Herbert A. Sostek

  
Fred J. Bolling, Jr.

  
Richard H. Gibbs

  
Joel A. Gibbs

NUMBER

-0-

SHARES

-0-

WHCT MANAGEMENT, INC.  
\$.01 Par Value**This Certificate**

Name of Holder

is the owner of ZERO (0) -----

Shares of the Capital Stock of

WHCT MANAGEMENT, INC.

*transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.**IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed**this* DAY *day of* MONTH *19* YR.

President

Treasurer

"B"

**CORPORATE  
BORROWING RESOLUTIONS**

---

**THE FIRST NATIONAL BANK OF BOSTON**

BOSTON, MASSACHUSETTS 02110

RC 007843

SAS 870

## CORPORATE BORROWING RESOLUTIONS

I HEREBY CERTIFY to The First National Bank of Boston that the following is a true copy of resolutions adopted by the Board of Directors of WHCT MANAGEMENT, INC.

1. \_\_\_\_\_ corporation, by consent  
at a meeting of the Board as of  
May 29, 1984 ~~at which a quorum was present.~~

**RESOLVED**, that the Chairman of the Board and the President  
signing singly → Indicate titles of officers rather than their names; for example, President, Treasurer, etc., and the names of others than officers, if any; also the manner in which they are to sign, as singly, jointly, en bloc, or otherwise

are hereby authorized on behalf of this Corporation.

1. To borrow money and to obtain credit for this Corporation from The First National Bank of Boston, (hereinafter called the "Bank"), on any terms and to execute and deliver notes, drafts, acceptances, instruments of guaranty, agreements and any other obligations of this Corporation therefor in form satisfactory to the Bank.
2. To pledge or assign and deliver, as security for money borrowed or credit obtained, stocks, bonds, bills receivable, accounts, mortgages, merchandise, bills-of-lading or other shipping documents, warehouse receipts, insurance policies, certificates and any other property held by or belonging to this Corporation with full authority to endorse, assign, transfer or guarantee the same in the name of this Corporation.
3. To discount any bills receivable or any paper held by this Corporation with full authority to endorse the same in the name of this Corporation.
4. To withdraw from the Bank and give receipt for, or to authorize the Bank to deliver to bearer or to one or more designated persons, all or any documents and securities or other property held by it, whether held as collateral security or for safe-keeping or for any other purpose.
5. To sell or to authorize and request the Bank to purchase or sell, for account of this Corporation, foreign exchange, stocks, bonds and other securities.
6. To apply for and receive Letters of Credit and to execute and deliver all necessary or proper documents for that purpose, including indemnity agreements, acceptance agreements, trust receipts, guarantees for missing documents or any of the

various instruments which may arise incident to Letter of Credit transactions and/or acceptance financing.

To execute and deliver all instruments and documents required by the Bank in connection with any of the foregoing matters and affix the seal of this Corporation.

*FURTHER RESOLVED*, that this authority shall be a continuing one in full force and effect until revoked or modified by resolutions of this Board and until official notice in writing of such change shall be given to the Bank and acknowledged and that all previous acts of, and all documents and papers heretofore executed and/or delivered by, any of said officials and/or individuals in exercising any of the foregoing powers, are hereby ratified, confirmed and approved.

I FURTHER CERTIFY that there is no provision in the Charter or By-Laws of this Corporation limiting the power of the Board of Directors to pass the foregoing resolutions, and that the same are in conformity with the provisions of said Charter and By-Laws.

Witness my hand and the official seal of this Corporation this.....29th.....day of  
.....May.....1984.

[SEAL]

William C. Lance  
Clerk

*Title of Recording Officer*

Confirmed

*Other Officer*

\*This certificate should be signed by the secretary or other recording officer. If such secretary or other recording officer is authorized to act alone by the above resolution, this certificate must also be confirmed by another officer.



**BANK OF BOSTON**  
THE FIRST NATIONAL BANK OF BOSTON

**CORPORATE RESOLUTIONS—CORPORATE  
Deposit Account**

I HEREBY CERTIFY to The First National Bank of Boston ("Bank") that the following is a true copy of resolutions adopted by the Board of Directors of

1. (Name of Corporation) WHCT MANAGEMENT, INC.

(Taxpayer Identification Number) \_\_\_\_\_

2. (State granting Charter) Massachusetts corporation, at a meeting of the Board ~~held~~ by a consent vote dated

3. (Date Resolution Passed) May 29, 1984 ~~at which a quorum was present~~, that the same are in conformity with the provisions of the charter and by-laws of the Corporation and that each thereof is now in full force and effect.

RESOLVED, that this Corporation open ~~an~~ a deposit account with THE FIRST NATIONAL BANK OF BOSTON as follows:

A. Name(s) of Account(s) to be opened or revised \_\_\_\_\_

Account Number \_\_\_\_\_

and, subject to the discretion of the officers specified in Section B (1) of the next succeeding Resolution, acting as provided in Section B (2) of that Resolution, additional account(s) whenever necessary, which account(s) shall be named as the Bank and such officers agree, and that the Bank is hereby designated as a depository of this Corporation with authority to accept at any time for the credit of said account(s) deposits by whomsoever made of funds in whatever form and in whatever manner endorsed.

RESOLVED, that until duly notified in writing of a Resolution to the contrary, THE FIRST NATIONAL BANK OF BOSTON is authorized and directed to pay, certify, apply, or otherwise honor and charge to the account(s) authorized by the next preceding Resolution, without inquiry and without regard to the application of the proceeds thereof, checks, drafts, notes, bills of exchange, acceptances, undertakings, and other instruments or orders for the payment, transfer, or withdrawal of money for whatever purpose and to whomsoever payable, including those drawn to the individual order of a signer, and to recognize as valid all waivers of demand, protest, and notice of protest or dishonor of any check, note, bill, draft or other instrument made, drawn or endorsed in the name of this Corporation, when signed, accepted, or endorsed by

B. (1) Titles of Signers on Accounts Chairman of the Board and President

NOTE: Please use only titles

(President, Treasurer, etc.) \_\_\_\_\_

Do not use names except for individuals without titles. \_\_\_\_\_

Use B-185 to Certify Titles. \_\_\_\_\_

(2) Indicate Manner of Signing \_\_\_\_\_

singly

(singly, jointly, any two or otherwise) \_\_\_\_\_

545 830

WHCT MANAGEMENT, INC.

CONSENT TO ACTION OF SOLE STOCKHOLDER  
IN LIEU OF ANNUAL MEETING

The undersigned, being the holder of all the outstanding Common Stock of WHCT Management, Inc., such stock being the only capital stock outstanding and entitled to vote, hereby waives notice and the holding of an Annual Meeting of Stockholders in the year 1985 and consents to the adoption as of October 16, 1985, of the following votes as and for the action of the stockholder of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 43, and agrees that this Consent shall be filed with the records of the meetings of the stockholder and that said votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

VOTED: That the number of directors of this corporation is hereby fixed at four and that the following persons are hereby elected directors of this corporation, each to serve subject to the By-Laws until the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is chosen and qualified:

Herbert A Sostek  
Fred J. Boling, Jr.  
Joel A. Gibbs  
Richard H. Gibbs

VOTED: That all actions of the Board of Directors and the officers of this corporation taken on its behalf since May 29, 1984, including all actions shown in the corporate records or reflected in the financial reports of the corporation, and the manner in which the business of the corporation has been conducted during such period, be and they are hereby ratified, confirmed and approved.

Astroline Company

By: 

#687

RC 007848

545 854



WHCT MANAGEMENT, INC.

CONSENT TO ACTION OF SOLE DIRECTOR  
IN LIEU OF ANNUAL MEETING

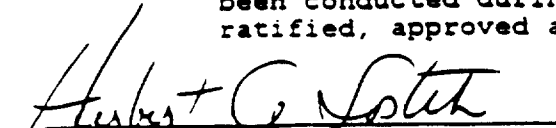
The undersigned, being the sole director of WHCT Management, Inc., hereby consents as of October 16, 1985, immediately following the foregoing Consent to Action of Sole Stockholder in lieu of Annual Meeting, to the adoption of the following votes as and for the action of the Board of Directors of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agrees that this Consent shall be filed with the records of the meetings of the director and that such votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

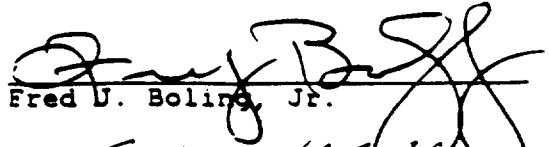
VOTED: That pursuant to the By-Laws of the corporation, each of the following persons be and is hereby elected to the office or offices set forth opposite his or her name, to serve subject to the By-Laws until the first meeting of the Board of Directors or any Consent in lieu thereof following the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is elected and qualified:

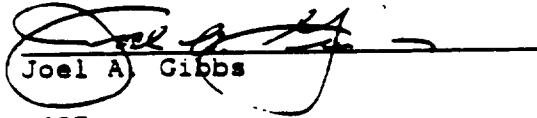
Herbert A. Sostek	-	Chairman of the Board and Chief Executive Officer
Fred J. Boling, Jr.	-	President, Chief Operating Officer and Treasurer
Joel A. Gibbs	-	Vice President
Richard H. Gibbs	-	Vice President
William C. Lance	-	Clerk


VOTED: That all actions taken by the officers of this corporation on its behalf since May 29, 1984, including all actions shown in the corporate records or reflected in

the financial reports of the corporation, and the manner in which the business of the corporation has been conducted during such period, be and are hereby ratified, approved and confirmed.

  
Herbert A. Sostek

  
Fred U. Boling, Jr.

  
Joel A. Gibbs

  
Richard H. Gibbs

#687

RC 007850

545 930

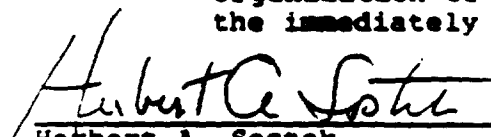
WHCT MANAGEMENT, INC.

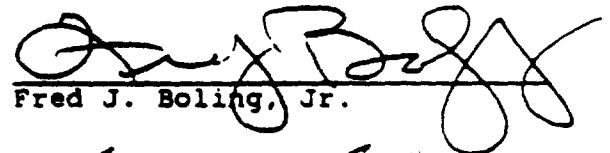
CONSENT OF STOCKHOLDERS  
TO ACTION WITHOUT MEETING

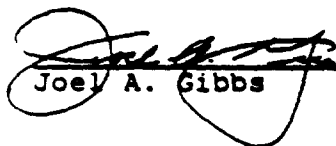
The undersigned, being the holders of all the outstanding common stock of WHCT Management, Inc. (the "corporation"), such stock being the only outstanding capital stock entitled to vote, hereby consent to the adoption as February 27, 1986, of the following votes as and for the action of the stockholders of this corporation, without meeting, and agree that this Consent shall be filed with the records of the meetings of the stockholders and that each said vote may be certified by the Clerk or any other officer of the corporation as being in all respects duly adopted:

VOTED: That Article 5 of the Articles of Organization of this corporation be and hereby is amended by adding thereto the provisions entitled Restrictions On Transfer Of Capital Stock set forth in Exhibit "A" attached hereto.

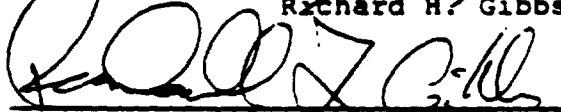
FURTHER  
VOTED: That the President and the Clerk of this corporation be and hereby are authorized and directed to prepare, execute and file with the Secretary of the Commonwealth of Massachusetts Articles of Amendment to effectuate the amendment to the Articles of Organization of this corporation approved by the immediately preceding vote.

  
Herbert A. Sostek

  
Fred J. Boling, Jr.

  
Joel A. Gibbs

  
Richard H. Gibbs

  
Randall L. Gibbs

RESTRICTIONS ON TRANSFER OF  
CAPITAL STOCK

Except as otherwise specifically provided herein, no holder (a "Stockholder") of shares of capital stock of this corporation (the "Company") authorized from time to time under its Articles of Organization shall at any time sell, transfer or otherwise dispose of, pledge or otherwise encumber, or permit to be encumbered, any of the shares of capital stock of the Company owned by him. If a Stockholder shall desire to sell, transfer or otherwise dispose of all or any portion of the shares of capital stock of the Company held by him, he shall give written notice thereof to the Company. Such notice shall contain the name and address of the proposed transferee of the Stockholder, the number of shares which the Stockholder desires to sell, transfer or otherwise dispose of and the amount of consideration, if any, proposed to be paid for the shares or interest therein proposed to be sold, transferred or otherwise disposed of. The Company shall have the right, exercisable at any time within ninety (90) days following the date on which it receives the notice, to purchase the shares for the same purchase price for which the Stockholder desires to sell, transfer or otherwise dispose of the shares as set forth in the notice; provided that if the proposed transfer or other disposition should be a gift or other form of transfer or disposition without monetary consideration, such purchase price shall be an amount equal to the fair market value of the shares as determined by agreement between the Stockholder and the Company, provided further that if the Stockholder and the Company shall not have agreed upon the fair market value of the shares within forty-five (45) days following the date of receipt by the Company of the notice, the fair market value of such shares shall be an amount determined by three arbitrators as follows:

- (i) The Stockholder and the Company shall each appoint an independent, qualified arbitrator experienced in financial and business matters, and those two arbitrators shall appoint a third arbitrator; and
- (ii) The arbitrators shall determine the fair market value of the shares and shall give written notice of the amount thereof to the Stockholder and the Company as soon as practicable but in any event on a date within seventy-five (75) days following the date on which the Company receives the notice.

If the Company desires to exercise its right to purchase the shares, it must do so with respect to all the shares which the Stockholder proposes to sell, transfer or otherwise dispose of. Notice by the Company of its intention to exercise its right to purchase all such shares shall be in writing and shall be given

to such Stockholder within such ninety (90) day period during which such right may be exercised by the Company.

Within thirty (30) days after the date on which the Company exercises any such right, the Company shall pay the full purchase price by certified or bank check or shall, at its option, pay to the Stockholder or, in the case of a deceased Stockholder, his personal representative ten (10) per cent of the total purchase price by certified or bank check and deliver its note for the balance of the purchase price. The note shall be payable in equal monthly installments in or within a three-year period and bear interest, payable quarterly, on the unpaid balance at the rate equal to the "base rate" of interest charged from time to time by The First National Bank of Boston or any successor thereto. Certificates for the shares of capital stock duly endorsed for transfer with all necessary transfer stamps attached shall be delivered to the Company at the time of payment and, if applicable, the delivery of the note.

The foregoing restrictions on transfer of shares of capital stock of the Company shall not apply to any of the following transfers by a Stockholder:

- (i) transfer of shares of capital stock to the trustees of a trust for the benefit of and which is revocable by the transferring Stockholder;
- (ii) transfer of shares of capital stock to a Stockholder's guardian or conservator;
- (iii) transfer of shares of capital stock to the spouse or issue of a Stockholder or a trust for the benefit of any such person; and
- (iv) transfer of shares of capital stock to the executor or administrator of the estate of a deceased Stockholder or his executor under his will.

In the event that a Stockholder shall neglect or refuse to comply with these provisions, the shares of capital stock held by him shall, so long as such neglect or refusal shall continue, have no voting power and shall not be entitled to any dividends. No sale, transfer or other disposition of shares of capital stock other than in accordance with these provisions shall be valid or be recognized upon the books of the Company.

The Company, acting by a two-thirds majority of the directors then in office, may waive the restrictions on transfer of shares of capital stock of the Company in whole or in part under such circumstances as such directors may determine.

No director shall be disqualified from participating in, and voting on, any action taken by the Company under these restrictions by virtue of his having an interest, direct or indirect, in any shares of capital stock which the Company has the right to purchase.

Any notice provided for herein shall be deemed to have been duly given if sent by registered or certified mail, postage prepaid, to the Company at its principal office and to a Stockholder at his address as it shall appear on the books of the Company.

These provisions shall not be deemed to have been waived or discharged by any sale, transfer or other disposition, or pledge or encumbrance of shares of capital stock made in compliance herewith and shares of capital stock held by any transferee subsequent to any such sale, transfer or other disposition, pledge or encumbrance shall be subject in every respect to these restrictions.

RC 007854

545 830

WHCT MANAGEMENT, INC.

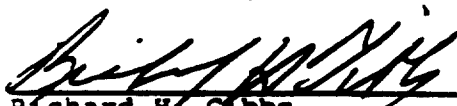
CONSENT TO ACTION OF STOCKHOLDERS  
IN LIEU OF ANNUAL MEETING

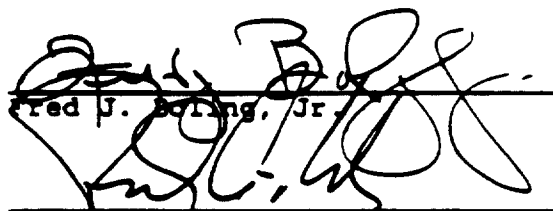

The undersigned, being the holders of all the outstanding Common Stock of WHCT Management, Inc., such stock being the only capital stock outstanding and entitled to vote, hereby waive notice and the holding of an Annual Meeting of Stockholders in the year 1986 and consent to the adoption as of October 15, 1986, of the following votes as and for the action of the stockholders of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 43, and agree that this Consent shall be filed with the records of the meetings of the stockholder and that said votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

VOTED: That the number of directors of this corporation is hereby fixed at three and that the following persons are hereby elected directors of this corporation, each to serve subject to the By-Laws until the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is chosen and qualified:

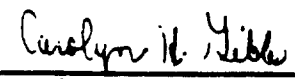
Herbert A. Sostek  
Fred J. Boling, Jr.  
Richard H. Gibbs


  
Herbert A. Sostek

  
Richard H. Gibbs

  
Fred J. Boling, Jr.  
  
Randall L. Gibbs

ESTATE OF JOEL A. GIBBS

By:   
Carolyn H. Gibbs, Executrix

By:   
Edward A. Saxe, Executor

By:   
Alan Tobin, Executor

By:   
Richard Goldstein, Executor

WHCT MANAGEMENT, INC.

CONSENT TO ACTION OF BOARD OF DIRECTORS  
IN LIEU OF ANNUAL MEETING

The undersigned, being all the directors of WHCT Management, Inc., hereby consent as of October 15, 1986, immediately following the foregoing Consent to Action of Stockholders in lieu of Annual Meeting, to the adoption of the following votes as and for the action of the Board of Directors of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agree that this Consent shall be filed with the records of the meetings of the director and that such votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

VOTED: That pursuant to the By-Laws of the corporation, each of the following persons be and is hereby elected to the office or offices set forth opposite his or her name, to serve subject to the By-Laws until the first meeting of the Board of Directors or any Consent in lieu thereof following the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is elected and qualified:

Herbert A. Sostek	-	Chairman of the Board and Chief Executive Officer
Fred J. Boling, Jr.	-	President, Chief Operating Officer and Treasurer
Richard H. Gibbs	-	Vice President
William C. Lance	-	Clerk

  
Herbert A. Sostek

  
Fred J. Boling, Jr.

  
Richard H. Gibbs

#687

RC 007856

85832



WHCT MANAGEMENT, INC.

CONSENT TO ACTION OF STOCKHOLDERS  
IN LIEU OF ANNUAL MEETING

The undersigned, being the holders of all the outstanding Common Stock of WHCT Management, Inc., such stock being the only capital stock outstanding and entitled to vote, hereby waive notice and the holding of an Annual Meeting of Stockholders in the year 1987 and consent to the adoption as of October 21, 1987, of the following votes as and for the action of the stockholders of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 43, and agree that this Consent shall be filed with the records of the meetings of the stockholder and that said votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

VOTED: That the number of directors of this corporation is hereby fixed at three and that the following persons are hereby elected directors of this corporation, each to serve subject to the By-Laws until the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is chosen and qualified:

Herbert A. Sostek  
Fred J. Boling, Jr.  
Richard H. Gibbs

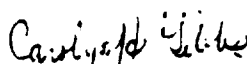
  
Herbert A. Sostek

  
Fred J. Boling, Jr.

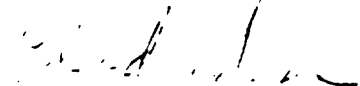
  
Richard H. Gibbs

  
Randall L. Gibbs

ESTATE OF JOEL A. GIBBS

By:   
Carolyn H. Gibbs, Executrix

By:   
Alan Tobin, Executor

By:   
Edward A. Saxe, Executor

By:   
Richard Goldstein, Executor

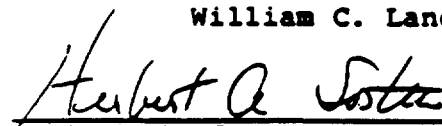
WHCT MANAGEMENT, INC.

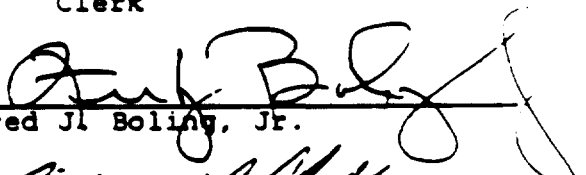
CONSENT TO ACTION OF BOARD OF DIRECTORS  
IN LIEU OF ANNUAL MEETING

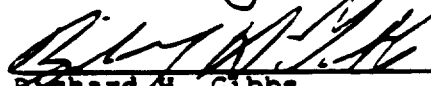
The undersigned, being all the directors of WHCT Management, Inc., hereby consent as of October 21, 1987, immediately following the foregoing Consent to Action of Stockholders in lieu of Annual Meeting, to the adoption of the following votes as and for the action of the Board of Directors of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agree that this Consent shall be filed with the records of the meetings of the director and that such votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

VOTED: That pursuant to the By-Laws of the corporation, each of the following persons be and is hereby elected to the office or offices set forth opposite his or her name, to serve subject to the By-Laws until the first meeting of the Board of Directors or any Consent in lieu thereof following the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is elected and qualified:

Herbert A. Sostek	-	Chairman of the Board and Chief Executive Officer
Fred J. Boling, Jr.	-	President, Chief Operating Officer and Treasurer
Richard H. Gibbs	-	Vice President
William C. Lance	-	Clerk

  
Herbert A. Sostek

  
Fred J. Boling, Jr.

  
Richard H. Gibbs

#687

RC 007858

SAS 834

WHCT MANAGEMENT, INC.

CONSENT TO ACTION OF STOCKHOLDERS  
IN LIEU OF ANNUAL MEETING

The undersigned, being the holders of all the outstanding Common Stock of WHCT Management, Inc., such stock being the only capital stock outstanding and entitled to vote, hereby waive notice and the holding of an Annual Meeting of Stockholders in the year 1988 and consent to the adoption as of October 19, 1988, of the following votes as and for the action of the stockholders of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 43, and agree that this Consent shall be filed with the records of the meetings of the stockholder and that said votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

VOTED: That the number of directors of this corporation is hereby fixed at three and that the following persons are hereby elected directors of this corporation, each to serve subject to the By-Laws until the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is chosen and qualified:

Herbert A. Sostek  
Fred J. Boling, Jr.  
Richard H. Gibbs

  
Herbert A. Sostek


  
Fred J. Boling, Jr.


  
Richard H. Gibbs

  
Randall L. Gibbs

ESTATE OF JOEL A. GIBBS

By:   
Carolyn H. Gibbs, Executrix

By:   
Alan Tobin, Executor

By:   
Edward A. Saxe, Executor

By:   
Richard Goldstein, Executor

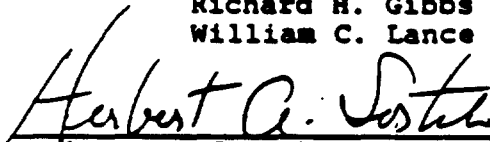
WHCT MANAGEMENT, INC.

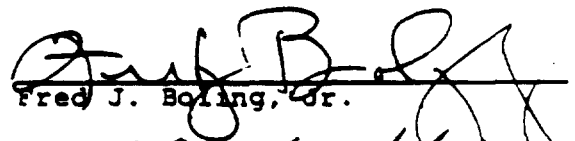
CONSENT TO ACTION OF BOARD OF DIRECTORS  
IN LIEU OF ANNUAL MEETING


The undersigned, being all the directors of WHCT Management, Inc., hereby consent as of October 19, 1988, immediately following the foregoing Consent to Action of Stockholders in lieu of Annual Meeting, to the adoption of the following votes as and for the action of the Board of Directors of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agree that this Consent shall be filed with the records of the meetings of the director and that such votes may be certified by the Clerk or any other officer of the corporation as being duly adopted in all respects:

VOTED: That pursuant to the By-Laws of the corporation, each of the following persons be and is hereby elected to the office or offices set forth opposite his or her name, to serve subject to the By-Laws until the first meeting of the Board of Directors or any Consent in lieu thereof following the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his or her successor is elected and qualified:

Herbert A. Sostek	-	Chairman of the Board and Chief Executive Officer
Fred J. Boling, Jr.	-	President, Chief Operating Officer and Treasurer
Richard H. Gibbs	-	Vice President
William C. Lance	-	Clerk

  
Herbert A. Sostek

  
Fred J. Boling, Jr.

  
Richard H. Gibbs

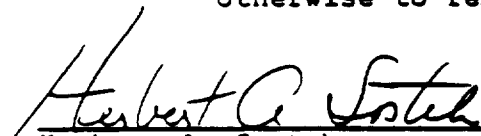
#687

WHCT MANAGEMENT, INC.

CONSENT OF BOARD OF DIRECTORS  
TO ACTION WITHOUT MEETING

The undersigned, being all the Directors of WHCT Management, Inc., hereby consent to the adoption as of November 15, 1988, of the following votes as and for the action of the Board of Directors of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agree that this Consent shall be filed with the records of the meetings of the Directors and that such votes may be certified by the Clerk or any other officer as being in all respects duly adopted:

VOTED: That the restrictions on transfer of capital stock set out in the Articles of Organization of this corporation are hereby waived in order to permit Herbert A. Sostek, Fred J. Boling, Jr., the Estate of Joel A. Gibbs, Richard H. Gibbs and Randall L. Gibbs each to transfer to Richard P. Ramirez two hundred (200) shares of common stock, \$.01 par value, owned by each, said restrictions otherwise to remain in full force and effect.

  
Herbert A. Sostek

  
Fred J. Boling, Jr.

  
Richard H. Gibbs

#687

RC 007861

245 837

HERBERT A. SOSTEK

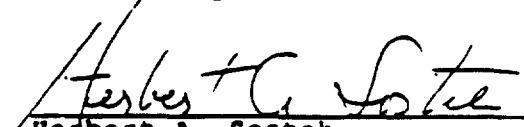
November / , 1988

WHCT Management, Inc.  
18 Garden Street  
Hartford, CT 01605

Gentlemen:

I hereby resign as Chairman of the Board and Director of  
WHCT Management, Inc., effective immediately.

Yours truly,

  
Herbert A. Sostek

RC 007862

45 838

FRED J. BOLING, JR.

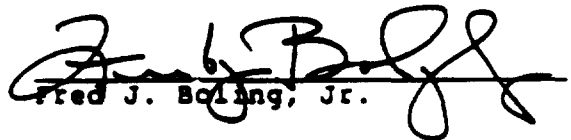
November 16, 1988

WHCT Management, Inc.  
18 Garden Street  
Hartford, CT 01605

Gentlemen:

I hereby resign as President and Treasurer and as Director  
of WHCT Management, Inc., effective immediately.

Yours truly,

  
Fred J. Boling, Jr.

RC 007863

45 839

RICHARD H. GIBBS

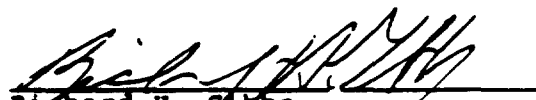
November 15, 1988

WHCT Management, Inc.  
18 Garden Street  
Hartford, CT 01605

Gentlemen:

I hereby resign as Vice President and as a Director of WHCT Management, Inc., effective immediately.

Yours truly,

  
Richard H. Gibbs

RC 007864

SAS 970



WILLIAM C. LANCE  
One Boston Place  
Boston, MA 02108

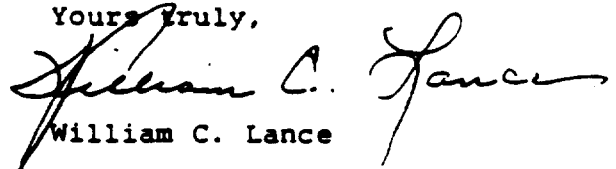
November 15, 1988

WHCT Management, Inc.  
18 Garden Street  
Hartford, CT 06105

Gentlemen:

I hereby resign as Clerk of WHCT Management, Inc., effective immediately.

Yours Truly,

  
William C. Lance

WCL/tlp

RC 007865

845 801

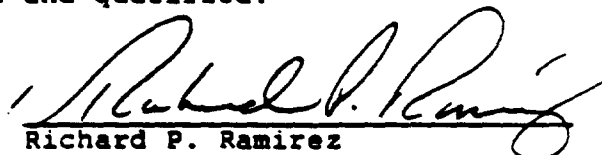
WHCT MANAGEMENT, INC.

CONSENT OF SOLE STOCKHOLDERS  
TO ACTION WITHOUT MEETING

The undersigned, being the sole Stockholder of WHCT Management, Inc., hereby consents to the adoption as of November 18, 1988, of the following votes as and for the action of the Stockholders of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 43, and agrees that this Consent shall be filed with the records of the meetings of the Directors and that such votes may be certified by the Clerk or any other officer as being in all respects duly adopted:

VOTED: That the corporation accept the resignations of Herbert A. Sostek, Fred J. Boling, Jr., and Richard H. Gibbs as Directors of the corporation.

FURTHER VOTED: That the number of directors of this corporation is hereby fixed at one, and that Richard P. Ramirez is hereby elected director of this corporation, to serve subject to the By-Laws until the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his successor is chosen and qualified.

  
Richard P. Ramirez

#687

RC 007866

645 902

WHCT MANAGEMENT, INC.

CONSENT OF SOLE DIRECTOR  
TO ACTION WITHOUT MEETING

The undersigned, being the sole Director of WHCT Management, Inc., hereby consents to the adoption as of November 18, 1988, of the following votes as and for the action of the Stockholders of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agrees that this Consent shall be filed with the records of the meetings of the Directors, and that such votes may be certified by the Clerk or any other officer as being in all respects duly adopted:

VOTED: That the corporation accept the resignations of Herbert A. Sostek as Chairman of the Board and Chief Executive Officer, Fred J. Boling, Jr., as President and Chief Operating Officer, Richard H. Gibbs as Vice President and William C. Lance as Clerk of the corporation.

FURTHER VOTED: That pursuant to the By-Laws of the corporation, Richard P. Ramirez is hereby elected President, Treasurer and Clerk, to serve subject to the By-Laws until the first meeting of the Board of Directors or any Consent in lieu thereof following the next Annual Meeting of Stockholders or any Consent in lieu thereof and until his successor is elected and qualified.

FURTHER VOTED: To designate CT Corporation System, 2 Oliver Street, Boston, MA 02109, as the Resident Agent of the corporation in Massachusetts.

  
Richard P. Ramirez

#687

RC 007867

45 933

# Schatz & Schatz, Ribicoff & Kotkin

Attorneys at Law

January 23, 1985

Ms. Barbara Coleran  
Peabody & Brown  
One Boston Plaza  
Boston, MA 02108

Re: ~~Astroline Communications Company Limited Partnership~~  
WHCT Management, Inc. ✓

Dear Barbara:

This is to confirm that the Application for Registration of Astroline Communications Company Limited Partnership and the Application for Certificate of Authority of WHCT Management, Inc. were filed with the Secretary of State of the State of Connecticut on this date. Copies of the applications are enclosed.

As I indicated in our telephone conversation yesterday, the Office of the Connecticut Secretary of State is so mired in administrative procedures and backlogged in processing filed documents that it may be some time before we learn whether the applications for registration and qualification have been accepted. Nevertheless, whether the applications are accepted or rejected by the Secretary of State does not affect the legal existence of the Limited Partnership or the Corporation. We will keep you apprised of any developments in connection with the filings of the applications as they occur.

We are also enclosing a Peabody & Brown check in the amount of \$180.00 forwarded to us by you to cover the costs of filing the Application for Certificate of Authority. As indicated to you pursuant to our telephone conversation this date, the fee for filing such an application in Connecticut is \$330.00. We have issued a check in this amount for the filing fees.

RC 007868

One Financial Plaza, Hartford, CT 06103 203-522-1234  
Stamford Office: Two Landmark Square, Stamford, CT 06901 203-964-0022  
Cable: Battister Telex (Hartford and Stamford) 99364 CED-442

SES 904

Robert A. Schatz  
1892-1950  
Louis M. Schatz  
1894-1950  
Irving S. Schatz  
Ann M. Schatz  
S. Michael Schatz  
Walter B. Schatz  
Morris S. Schatz  
I. Oscar Levine  
David S. Edelson  
Mark S. Shapiro  
Michael L. Widland  
Stanford M. Goldman  
Lawrence R. Paley  
Peter M. Levine  
Mark O'Rand  
Robert M. O'Connor  
Steven M. Rein  
Thomas A. Gugliotti  
Samuel D. Chesser  
Bruce G. Cohen  
Robert F. Schatz  
F. Marc Fultz  
Irving G. Kline  
Lewis G. Schwartz  
Donald R. Gustafson  
Steven M. Gold  
Michael S. Lane  
Gary D. Jones  
Andrew W. Kierman  
Paul L. Schatz  
Richard S. Lerner  
Daniel P. Ben-Zur  
Ross G. King  
Donald S. Gershman  
Leonard M. Berenson  
Todd L. Kanner  
Steven D. Rosen  
Karen Wood  
Ann M. Schatz  
James E. Wain  
David L. Coleman  
Michael F. Maguire  
Nicholas A. O'Kelly  
Richard J. Wynn  
Eileen G. Kipper  
Mary Ann Kipper  
Eliot R. Streim  
David Kohn  
Robert R. Prince  
Orin P. Stevens  
Of Counsel  
Admitted 1971  
N.Y. & C.G.  
Admitted 1971  
N.Y. & C.G.

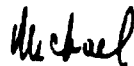
**Schatz & Schatz, Ribicoff & Kotkin**

Ms. Barbara Coleran  
January 23, 1985  
Page 2

Should you have any questions, please do not hesitate  
to call.

Very truly yours,

SCHATZ & SCHATZ,  
RIBICOFF & KOTKIN



Michael F. Maglio

MFM/sg  
Enclosure  
cc: Carter S. Bacon, Jr., Esq.  
Mark Oland, Esquire  
Richard Ramirez

RC 007869

645 935

APPLICATION FOR CERTIFICATE OF AUTHORITY  
FOREIGN CORPORATION  
61-22 REV. 6/72

STATE OF CONNECTICUT  
SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

Must be accompanied by:

1. An appointment of an attorney upon whom process may be served, and
2. A Certificate of Good Standing authenticated by appropriate officer of the state of incorporation.

TO: The Secretary of the State of Connecticut

Date January 21, 1985

The corporation named below hereby applies for a Certificate of Authority to do business or conduct affairs in the State of Connecticut:

NAME OF CORPORATION WHCT Management, Inc.	STATE OF INCORPORATION Massachusetts	DATE OF INCORPORATION May 29, 1984	DURATION perpetu
ADDRESS OF PRINCIPAL OFFICE IN STATE OF INCORPORATION 231 John Street, Reading, MA	ADDRESS OF EXECUTIVE OFFICES Same		
ADDRESS OF PROPOSED PRINCIPAL OFFICE IN CONNECTICUT 185 Asylum St., City Place, Hartford, CT 06103			

DIRECTORS AND OFFICERS

Name	Title	Residence Address
Herbert A. Sostak	Director	65 E. India Row #21-F, Boston, MA 02110
Fred J. Boling, Jr.	Director, President & Treasurer	24 Tophet Rd., Lynnfield, MA
Joel A. Gibbs	Director & Vice Pres.	3 Hilltop Rd., Wenham, MA
Richard H. Gibbs	Director & Vice Pres.	60 Puritan Ln., Swampscott, MA
William C. Lance	Clerk	518 Chestnut St., Waban, MA

THE CHARACTER OF THE BUSINESS WHICH THE CORPORATION INTENDS TO TRANSACT, OR THE AFFAIRS IT INTENDS TO CONDUCT, IN THE STATE OF CONNECTICUT IS:

To acquire, own and operate television and radio stations; to engage in any other aspect of the telecommunications business; to engage in any other activities incidental to the foregoing; and to be a general or limited partner of any partnership engaged in any of the foregoing.

DESIGNATION OF SHARES*			NUMBER OF SHARES		
Class	Series	Par	Issued and Outstanding	Treasury	Authorized
Common	-	\$.01	1,000	-0-	300,000

(If a nonprofit corporation) No part of the corporation's income is distributable to its members, directors, or officers.

We hereby declare, under the penalties of false statement, that the statements made in the foregoing application are true:

NAME OF PRESIDENT (Print or type) Fred J. Boling, Jr.	NAME OF SECRETARY (Print or type) CIO William C. Lance
SIGNED (President or Vice President) <i>[Signature]</i>	SIGNED (Secretary or Assistant Secretary) <i>[Signature]</i>

\*If a nonstock corporation, so state under "Designation of Shares"

For ch... use only	<p><b>RECEIVED</b></p> <p>JAN 23 1985</p> <p>SECRETARY OF THE STATE</p>	FILING FEE \$	LICENSE FEE \$	CERTIFICATION FEE \$	TOTAL FEES \$	
		SIGNED (For Secretary of the State)				
		CERTIFIED COPY SENT ON (Date)		INITIALS		
		Ys				
		CARD	LIST	PROOF		

RC 007870

545 825

# APPOINTMENT OF ATTORNEY FOR SERVICE OF PROCESS

FOREIGN CORPORATION

01-04 REV. 10-80

Complete either Section 1 or Section 2.

For officer use only
ACCOUNT NO.
INITIALS

TO: The Secretary of the State of Connecticut

NAME OF CORPORATION WHCT Management, Inc.	STATE OF INCORPORATION Massachusetts
--	---

SECTION 1

☐ The corporation appoints the Secretary of the State of Connecticut and his successors in office, to be its attorney upon whom all process, in any action or proceeding against it, may be served. The corporation agrees that any process against it which is served on the Secretary of the State shall be of the same legal force and validity as if served on the corporation, and that this appointment shall continue in force as long as any liability remains outstanding against the corporation in Connecticut.

SECTION 2

☒ The corporation appoints the natural person or corporation named below to be its attorney upon whom all process, in any action or proceeding against it, may be served. The corporation agrees that any process against it which is served on said attorney shall be of the same legal force and validity as if served on the corporation and that such appointment shall continue in force as long as any liability remains outstanding against the corporation in Connecticut.

(Fill in one only: A, B, or C.)

A	NAME OF NATURAL PERSON WHO IS RESIDENT OF CONN. Mark Oland	BUSINESS ADDRESS One Financial Plaza, Hartford, CT 06103
		RESIDENT ADDRESS 5 Cadbury Turn, Avon, Connecticut 06001
B	NAME OF CONNECTICUT CORPORATION	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter address of appointed subsidiary agent for service.)
C	NAME OF CORPORATION NOT INC. UNDER LAWS OF CONN.	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter "Secretary of the State of Connecticut".)

\*which has procured a Certificate of Authority to transact business or conduct affairs in this state.

## ACCEPTANCE

NAME OF ATTORNEY FOR SERVICE OF PROCESS (Type or print)  
Mark Oland

SIGNATURE (Type or print)  
*Mark Oland*

## AUTHORIZATION

NAME (President or V. President or Sec'y) (Type or print) William C. Lance	TITLE Clerk	SIGNATURE (Typed name) <i>William C. Lance</i>
Personally appeared the above officer and acknowledged the same to be his free act and deed, before me	DATE January 2, 1985	SIGNATURE (Notary Public) <i>David F. Hayes</i>

NOTARY PUBLIC  
MY COMMISSION EXPIRES July

RC 007871

<p><b>RECEIVED</b></p> <p>JAN 23 1985</p> <p>SECRETARY OF THE STATE</p>	FILING FEE \$	CERTIFICATION FEE \$	TOTAL FEE \$
	SIGNED (For Secretary of the State)		
	CERTIFIED COPY SENT BY (Date)		INITIALS
	TO		
	CASE NO.	LIST	FILE NO. S45907



MICHAEL JOSEPH CONNOLLY  
SECRETARY OF STATE

*The Commonwealth of Massachusetts*

*Office of the Secretary of State*

*State House, Boston 02133*

January 22, 1985

To Whom it May Concern:

I hereby certify that

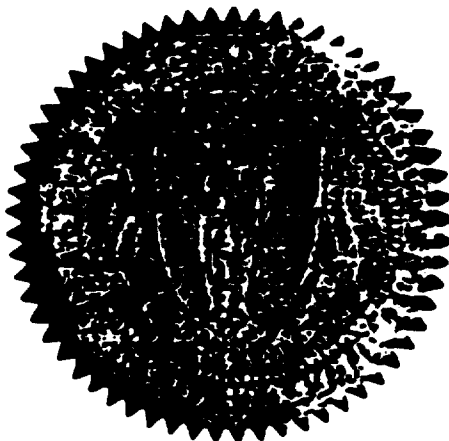
WHCT Management, Inc.

appears by the records of this office to have been incorporated under the general laws of this Commonwealth on May 29, 1984

I further certify that so far as appears of record here, said corporation still has a legal existence.

IN TESTIMONY of which, I have hereunto

affixed the Great Seal of  
the Commonwealth on the  
date first above written.



*Michael Joseph Connolly*

Secretary of State

trv

RC 007872

SAS 908



SCHETZ, RIBICOFF & KOTKIN  
ATTORNEYS  
One Financial Plaza - Hartford, Connecticut 06183

NO. 24

THE CONNECTICUT BANK AND TRUST COMPANY  
PAYMENTS DEPARTMENT

01-071113

DATE January 23, 1985

**PAYEE 330000**

CHECK AMOUNT

330.00

PAY TO  
THE  
ORDER  
OF

Secretary of the State

SCHETZ & SCHETZ, RIBICOFF & KOTKIN  
ATTORNEYS

⑆0024749⑆ ⑆011900571⑆ 182005 2⑆

PLEASE DETACH BEFORE DEPOSITING

Schetz & Schetz, Ribicoff & Kotkin

DATE	REFERENCE	AMOUNT	DEDUCTIONS	NET AMOUNT
01/23/85	Asctrolina/Faith Center	330.00		
MM				

FORM 100 6-84

**RECEIVED**

JAN 23 1985

SECRETARY OF THE STATE

RC 007873

345 939

**Common Stock - \$.01 Par Value**

5259.11

45 912

RC 007877



WHCT MANAGEMENT, INC.  
\$.01 Par Value

# CERTIFICATE



-1,000-

*Shares*

*Issued to*

Astroline Company

May 29

19 84

FROM WHOM TRANSFERRED

Original Issue

ORIGINAL  
CERTIFICATE

NO. OF ORIGINAL  
SHARES

NO. OF SHARES  
TRANSFERRED

-1-

RECEIVED CERTIFICATE NO.

-1,000-

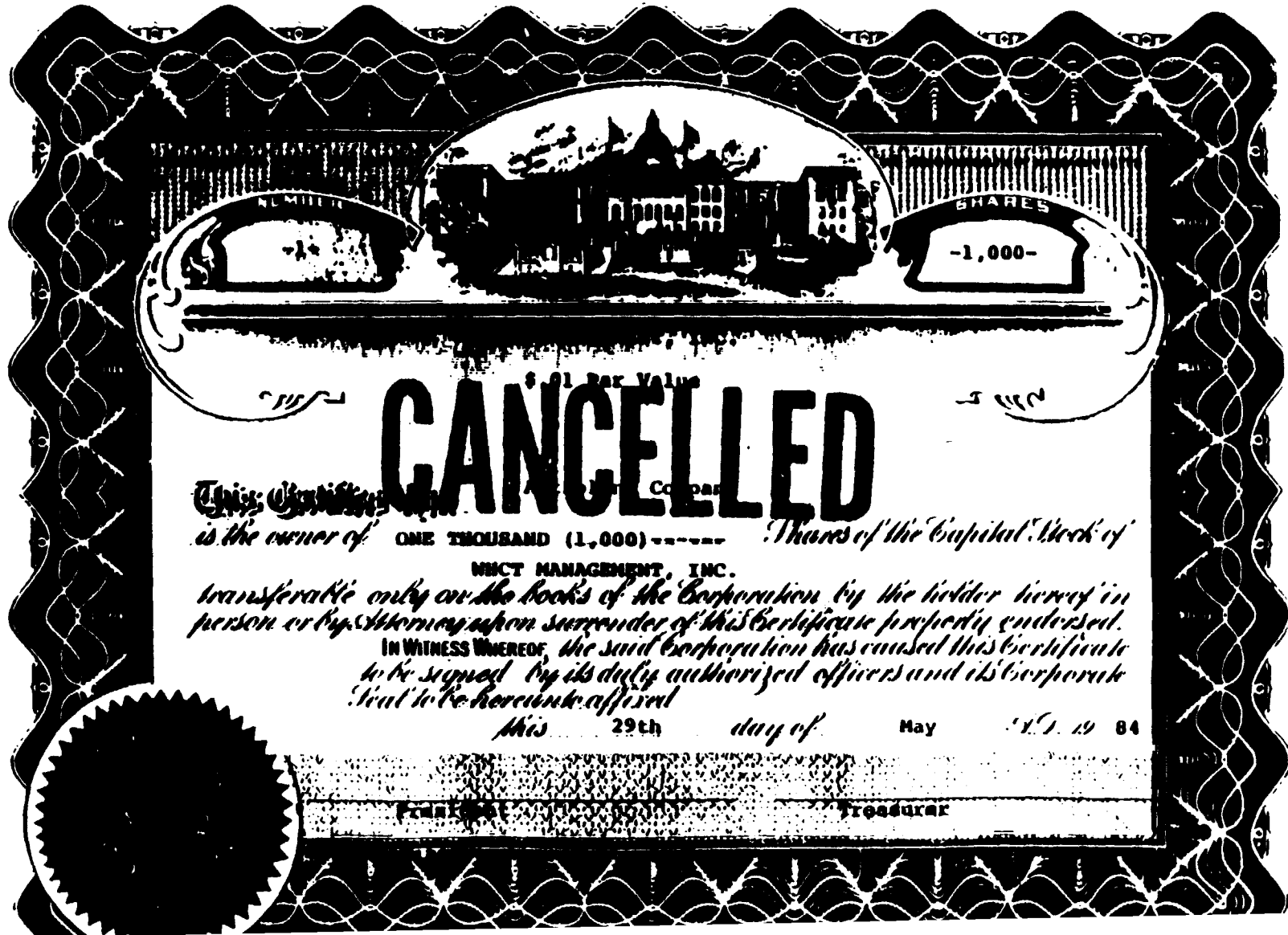
*Shares*

*day of*

19

Astroline Company

By:




STOCK POWER

FOR VALUE RECEIVED, Astroline Company hereby sells, assigns and transfers unto each of the persons identified below that number of shares of Common Stock of WHCT Management, Inc. represented by Certificate No. 1 herewith, set forth opposite the name of such person:

<u>Name</u>	<u>No. of Shares</u>
Herbert A. Sostek	200
Fred J. Boling, Jr.	200
Joel A. Gibbs	200
Richard H. Gibbs	200
Randall L. Gibbs	200

The undersigned hereby irrevocably appoints Peabody & Brown its attorney to transfer such shares on the books of said corporation with full power of substitution in the premises.

ASTROLINE COMPANY

By:   
Fred J. Boling, Jr., General Partner

Dated: February 27, 1986

(Please furnish taxpayer identification number for each assignee)

For Value Received, I hereby sell, assign and transfer unto

Richard P. Ramirez

two hundred (200) shares of the Common ~~Company~~ Stock  
of WHCT Management, Inc.

standing in MY name on the books of said corporation

represented by Certificate(s) No. 2

herewith, and do hereby irrevocably constitute and appoint Peabody &amp; Brown

attorney to transfer the said stock on the books of the within named Company with full power of  
substitution in the premises.

IN PRESENCE OF

DATED November 15, 1988

Herbert A. Sostek

NOTICE: The signature(s) to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever and must be guaranteed by a commercial bank, trust company or member firm of the Boston, New York or Midwest Stock Exchanges.



RC 007878

56 914

## Now

# THE

PAID 10.01

42

Chief Officer: Hon. Herbert A. Souter,  
is the owner of Two Hundred (200) shares.

**PROJECT MANAGEMENT, INC.**

*'Thorns of the Crucifix' - 'Hark' by*

transferred only on the basis of the Corporation by the holder being in possession or by otherwise than surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporation Seal to be hereunto affixed.

27th

day of **February** .....

May 1986

**President**

RC 007879

545 9:5

(Please furnish taxpayer identification number for each assignee)

**Mr. Halme Heretud,**.....I..... hereby sell, assign and transfer unto  
Richard P. Ramirez

two hundred ( 200 ) shares of the Common ~~Company~~ Stock  
of ~~the~~ WHCT Management, Inc.

standing in MY..... name on the books of said corporation

..... represented by Certificate(s) No. 3

herewith, and do hereby irrevocably constitute and appoint Peabody & Brown

attorney to transfer the said stock on the books of the within named Company with full power of  
substitution in the premises.

DATED November 15, 1988

IN PRESENCE OF

  
Fred J. Boling, Jr.

NOTICE: The signature(s) to this assignment must correspond with the name as written upon the face of the certificate, in every particular  
without alteration or enlargement, or any change whatever and must be guaranteed by a commercial bank, trust company or member firm  
of the Boston, New York or Midwest Stock Exchange.



RC 007881

S&S 91



NUMBER

-3-

SHARES

-200-



WACO MANAGEMENT, INC.  
\$0.01 PER SHARE

This Certificate is the property of Fred J. Bolling, Jr.

is the owner of Two Hundred (200) Shares of the Capital Stock of  
WACO MANAGEMENT, INC.

transferable only on the books of the Corporation by the holder hereof in  
person or by Attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate  
to be signed by its duly authorized officers and its Corporate  
Seal to be hereunto affixed.

This 27th day of February 1986

President

Treasurer

STOCK POWER

FOR VALUE RECEIVED, the undersigned Executors of the Estate of Joel A. Gibbs hereby sell, assign and transfer unto Richard P. Ramirez 200 shares of Common Stock of WHCT Management, Inc., standing in the name of Joel A. Gibbs on the books of said corporation, represented by Certificate No. 4 herewith, and do hereby irrevocably constitute and appoint Peabody & Brown their attorney to transfer the said stock on the books of the within named corporation with full power of substitution in the premises.

IN WITNESS WHEREOF, the undersigned have executed this stock power this 16th day of November, 1988.

ESTATE OF JOEL A. GIBBS

By: Carolyn H. Gibbs, Executrix  
Carolyn H. Gibbs, Executrix

By: \_\_\_\_\_  
Edward A. Saxe, Executor

By: \_\_\_\_\_  
Alan D. Tobin, Executor

By: \_\_\_\_\_  
Richard Goldstein, Executor

RC 007884

545 92

STOCK POWER

FOR VALUE RECEIVED, the undersigned Executors of the Estate of Joel A. Gibbs hereby sell, assign and transfer unto Richard P. Ramirez 200 shares of Common Stock of WHCT Management, Inc., standing in the name of Joel A. Gibbs on the books of said corporation, represented by Certificate No. 4 herewith, and do hereby irrevocably constitute and appoint Peabody & Brown their attorney to transfer the said stock on the books of the within named corporation with full power of substitution in the premises.

IN WITNESS WHEREOF, the undersigned have executed this stock power this 16th day of November, 1988.

ESTATE OF JOEL A. GIBBS

By: Carolyn H. Gibbs, Executrix

By: Edward A. Saxe, Executor

By: Alan D. Tobin, Executor

By: Richard Goldstein, Executor

STOCK POWER

FOR VALUE RECEIVED, the undersigned Executors of the Estate of Joel A. Gibbs hereby sell, assign and transfer unto Richard P. Ramirez 200 shares of Common Stock of WHCT Management, Inc., standing in the name of Joel A. Gibbs on the books of said corporation, represented by Certificate No. 4 herewith, and do hereby irrevocably constitute and appoint Peabody & Brown their attorney to transfer the said stock on the books of the within named corporation with full power of substitution in the premises.

IN WITNESS WHEREOF, the undersigned have executed this stock power this 16th day of November, 1988.

ESTATE OF JOEL A. GIBBS

By: Carolyn H. Gibbs, Executrix

By: Edward A. Saxe, Executor

By: Alan D. Tobin, Executor

By: Richard Goldstein, Executor

RC 007886

445 821

STOCK POWER

FOR VALUE RECEIVED, the undersigned Executors of the Estate of Joel A. Gibbs hereby sell, assign and transfer unto Richard P. Ramirez 200 shares of Common Stock of WHCT Management, Inc., standing in the name of Joel A. Gibbs on the books of said corporation, represented by Certificate No. 4 herewith, and do hereby irrevocably constitute and appoint Peabody & Brown their attorney to transfer the said stock on the books of the within named corporation with full power of substitution in the premises.

IN WITNESS WHEREOF, the undersigned have executed this stock power this 16th day of November, 1988.

ESTATE OF JOEL A. GIBBS

By: Carolyn H. Gibbs, Executrix

By: Edward A. Saxe, Executor

By: Alan D. Tobin, Executor

By:  Richard Goldstein, Executor

RC 007887

25 920

235

NUMBER

-4-

SHARES

-200-



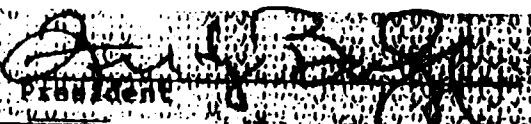
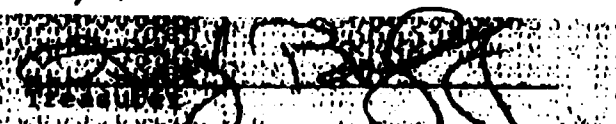
**CANCELLED**

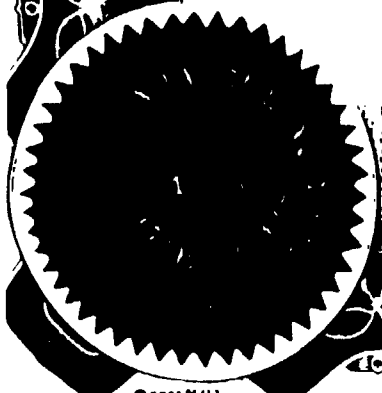
This Certificate duly issued by the Corporation is the owner of Two Hundred (200) Shares of the Capital Stock of  
WHCT MANAGEMENT, INC.

transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

This 27th day of February 1986

 President  
 Treasurer



© 1985 M 111

RC 007888

(Please furnish taxpayer identification number for each assignee)

**For Value Hereof**,.....I..... hereby sell, assign and transfer unto

Richard P. Ramirez

two hundred ( 200 ) shares of the Common ~~Common~~ Stock  
of ~~the~~ WHCT Management, Inc.

standing in MY name on the books of said corporation

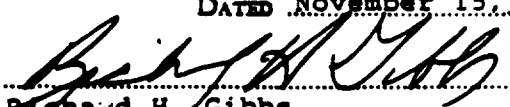
represented by Certificate(s) No. 5

herewith, and do hereby irrevocably constitute and appoint Peabody & Brown

attorney to transfer the said stock on the books of the within named Company with full power of substitution in the premises.

DATED November 15, 1988

IN PRESENCE OF

  
Richard H. Gibbs

NOTICE: The signature(s) to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever and must be guaranteed by a commercial bank, trust company or member firm of the Boston, New York or Midwest Stock Exchanges.



RC 007890

SAS 925



-5-

NUMBER

-200-

SHARES

**CANCELLED**

WHEAT MANAGEMENT, INC.

is the owner of 200 shares of the Capital Stock of

transferable only on the books of the Corporation by the holder hereof in person or by attorney upon surrender of this Certificate properly endorsed. IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

This 27th day of February 1986

*[Signature]*  
President

© 1986 WMI



11/16/88 09:47 8723 4624

PEABODY & BROWN

2002

(STOCK ASSIGNMENT SEPARATE FROM CERTIFICATE 101)

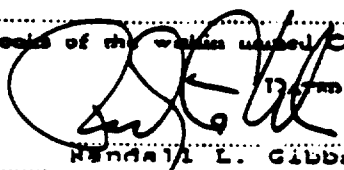
(Please furnish taxpayer identification number for each assignee)

**For Duane Herterich,** I hereby sell, assign and transfer unto  
**Richard M. Kamiruk**

two hundred (200) shares of the Common Capital Stock  
of the WHCT Management, Inc.  
standing in my name on the books of said corporation  
represented by Certificate(s) No. \_\_\_\_\_  
herewith, and do hereby irrevocably constitute and appoint **Peabody & Brown**

attorney to transfer the said stock on the books of the within named Company with full power of  
substitution in the premises.

IN PRESENCE OF

  
Randall L. Gibbs

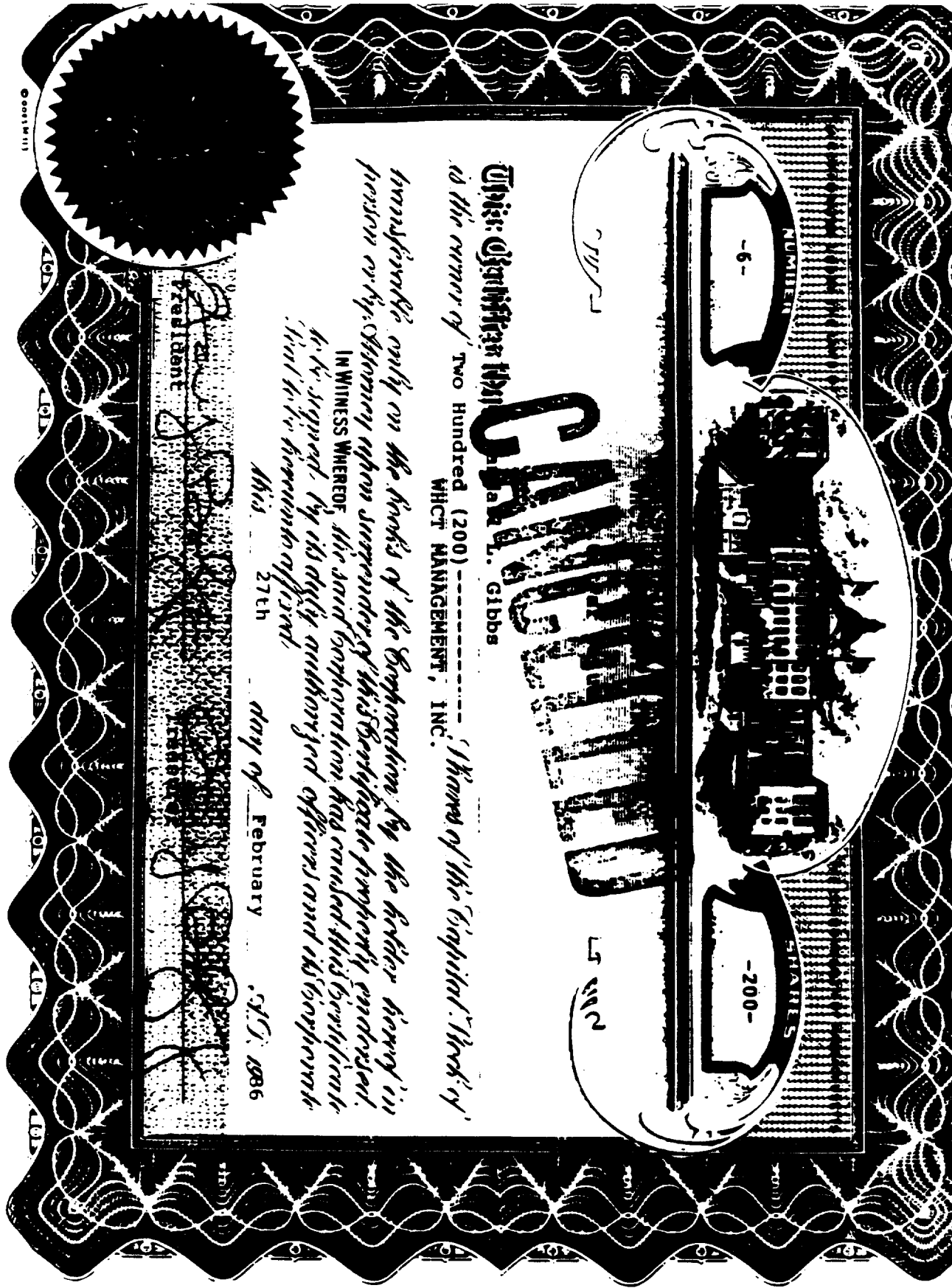
NOTE: The assignee in this assignment must be furnished with the name as written upon the face of the certificate, in every particular without alteration or endorsement, or any change whatever and must be furnished by a commercial bill, pass, corporate or member's bill of the Boston, New York or Midwest Stock Exchange.

RC 007893

545 820

NOV 16 '88 9:14

723 4624 PAGE 001



NUMBER

SHARES

Office of the Treasurer

**CAMPBELL**

L. Gibbs

is the owner of Two Hundred (200) Shares of the Capital Stock of

WHEAT MANAGEMENT, INC.

transferred only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporation Seal to be hereunto affixed.

This 27th day of February, 1936

President

Secretary

*[Signature]*

*[Signature]*





INTEROFFICE MEMO

To: All Staff  
From: Richard Ramirez  
Date: November 4, 1988  
Subject:

Astroline Communications Company, Limited Partnership, the FCC licensee, owner and operator of WHCT-TV Channel 18 in Hartford, Connecticut, has learned that four of its creditors, Lorimar Telepictures Corporation, Lorimar Distribution, Inc., MCA Television, Ltd., and Orion Pictures Corporation, filed an Involuntary Petition against Astroline Communications Company under Chapter 7 of the Bankruptcy Act with the United States Bankruptcy Court for the District of Connecticut on Monday, October 31, 1988. Astroline Communications Company will formally respond to this Petition in due course.

Richard P. Ramirez, General Partner of Astroline Communications Company, stated that:

"Astroline Communications Company is obligated to pay substantial amounts to Lorimar, MCA, Orion and other suppliers of programming for WHCT-TV over the next several years under the terms of contracts between Channel 18 and these suppliers of programming. During the past several months we have been engaged in discussions with our programming suppliers regarding the development of a mutually agreeable plan under which Astroline Communications Company would pay the amounts owed to these suppliers over a period of time. Apparently the program suppliers who filed this Petition have not been satisfied with the terms of the plan we proposed and have become impatient with the pace of these discussions. I believe that this matter will eventually be resolved. We had hoped to bring about a resolution to this matter outside of the Bankruptcy Court, but, as a result of the action taken by these creditors, Astroline Communications Company may now be compelled to seek the protection of the United States Bankruptcy Court in order to resolve this matter with its program suppliers. In the meantime, Channel 18 will continue to operate in the normal course."

Please speak to your Department Heads, Terry or myself for further information. I wish to emphasize, that at this juncture, we anticipate little if any disruption of our daily operations.

RPR/sjh

RC 007898

SES 934

RC 007899

"PROGRAMMING EXPENSES"

BUDGETS

<u>1987</u>	<u>1988</u>	<u>1989</u>	<u>1990</u>	<u>1991</u>	<u>1992</u>	<u>1993</u>
	\$2,600,000.	\$3,870,000.	\$5,000,000.	\$5,000,000.	\$5,000,000.	\$5,500,000.

EXPENSES

\$1,813,947.	\$2,325,493.	\$3,617,734.	\$4,696,707.	\$3,827,291.	\$1,271,650.	\$ 78,500.
TOTAL	<u>\$22,826,559.</u>					

+\$ 274,507.+\$ 252,266.+\$ 303,293.+\$1,172,709.+\$3,728,350.+\$5,421,500.

1 "CAGNEY & LACY"

+\$ 27,038.+\$ 139,050.+\$ 176,363.+\$ 176,400.+\$ 176,400.

GRAND TOTAL +\$ 301,545.+\$ 391,316.+\$ 479,656.+\$1,349,109.+\$3,904,750.+\$5,421,500.

545 935



# The Commonwealth of Massachusetts

Office of the Secretary of State

Michael J. Connolly, Secretary

November 21, 1988

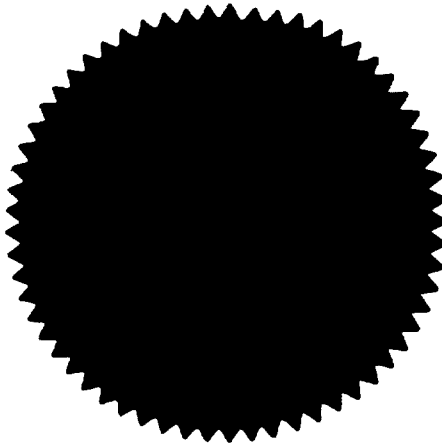
TO WHOM IT MAY CONCERN:

I hereby certify that

WHCT Management, Inc.

appears by the records of this office to have been incorporated  
under the General Laws of this Commonwealth on May 29, 1984.

I further certify that so far as appears of record here, said  
corporation still has legal existence.



IN TESTIMONY of which, I have hereunto  
affixed the Great Seal of  
the Commonwealth on the  
date first above written.

*Michael J. Connolly*

Secretary of State

jbm

RC 007900

PB 003770